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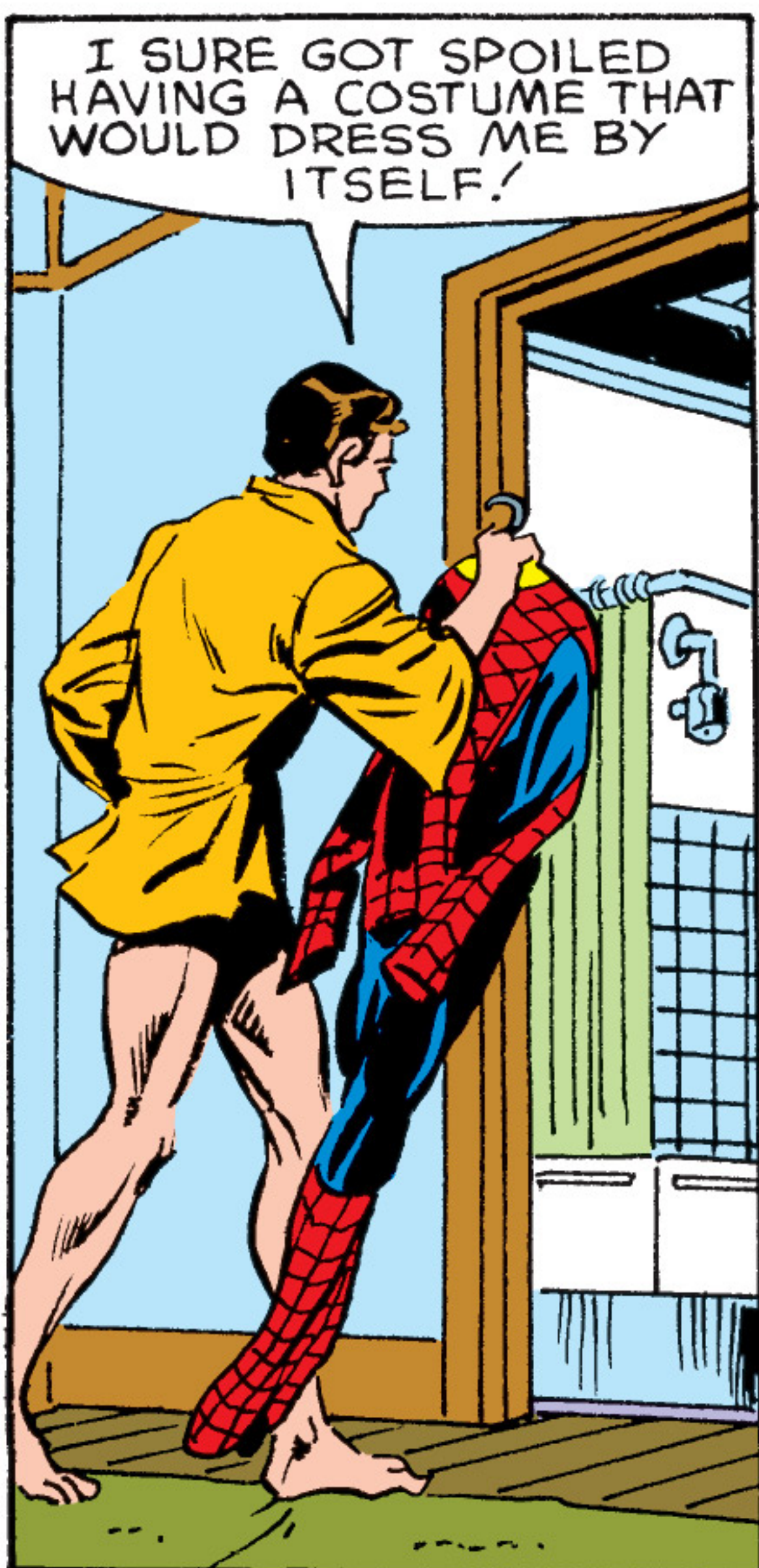
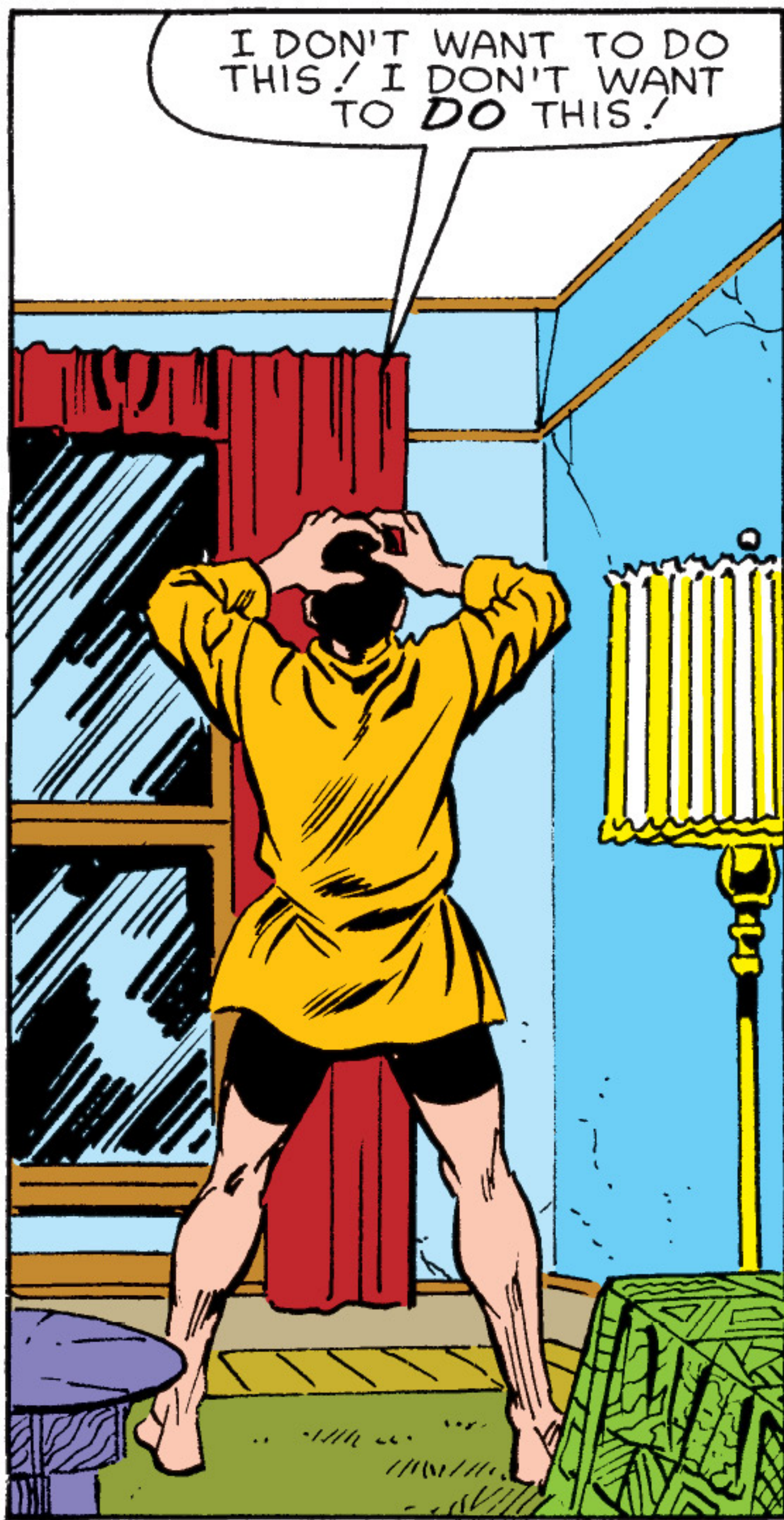
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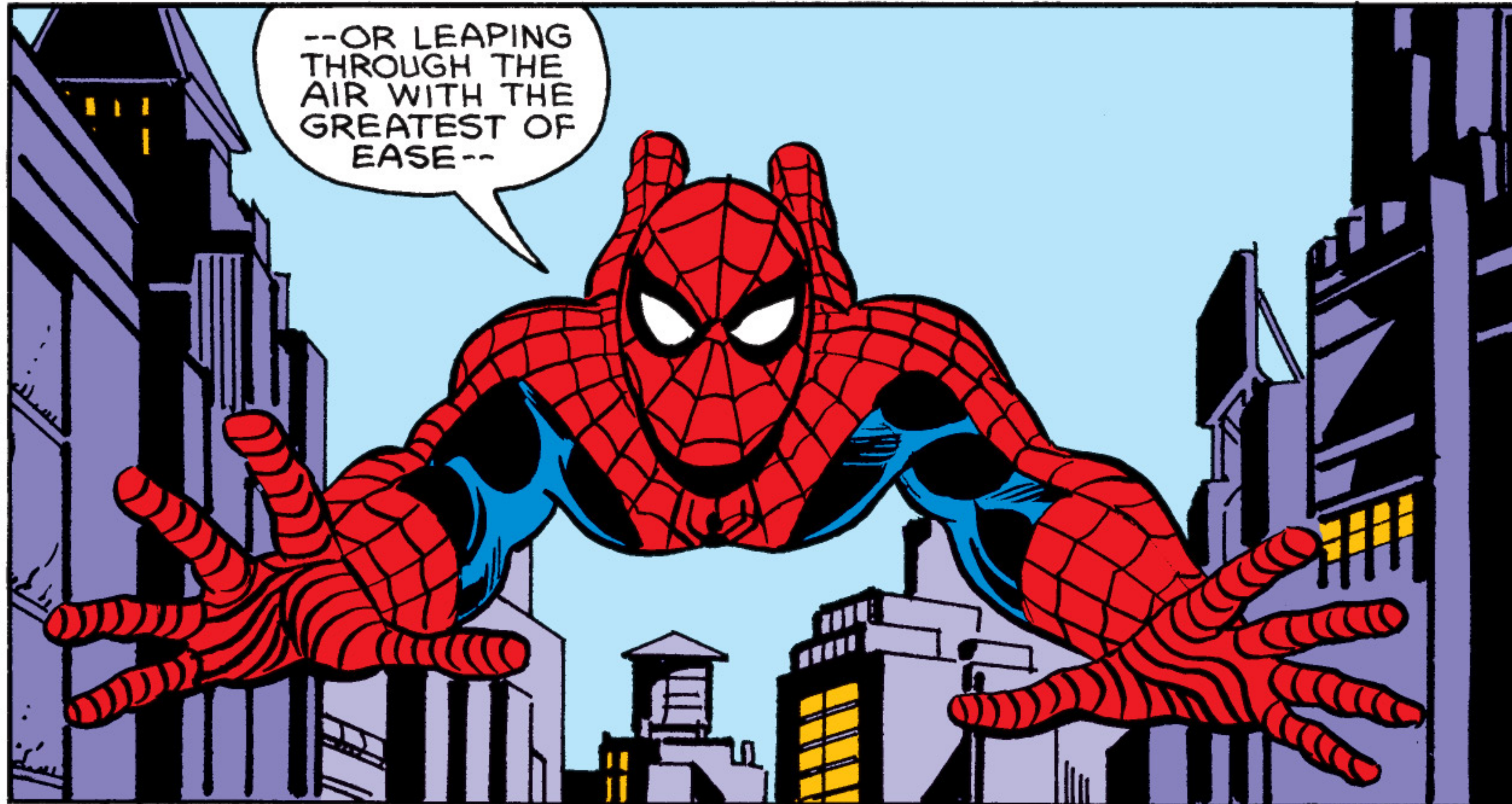
PETER PARKER, THE SPECTACULAR SPIDER-MAN™



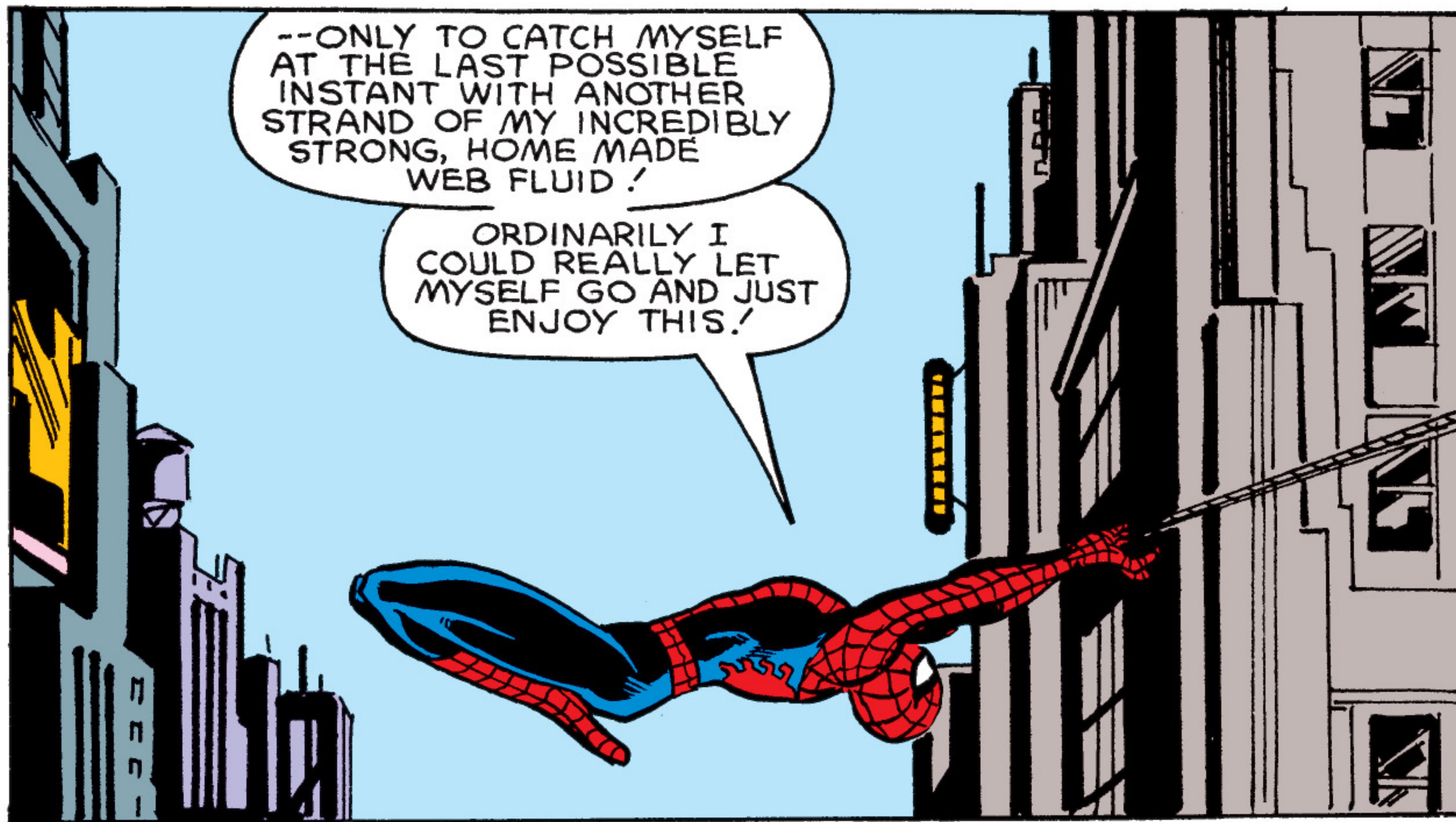




...WHICH DOESN'T EXCLUDE MY CLIMBING UP THE SHEER SIDE OF A TALL BUILDING--

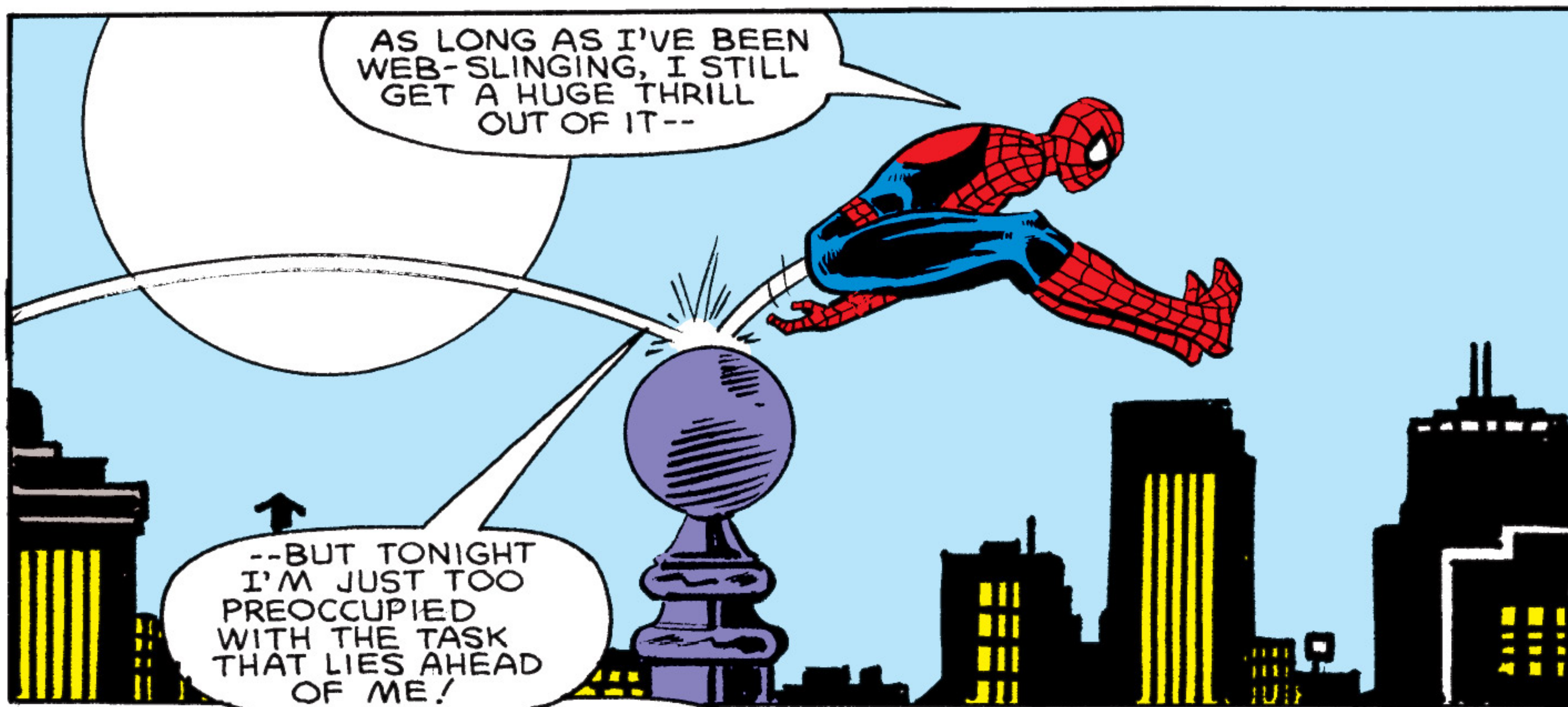


--OR LEAPING THROUGH THE AIR WITH THE GREATEST OF EASE--



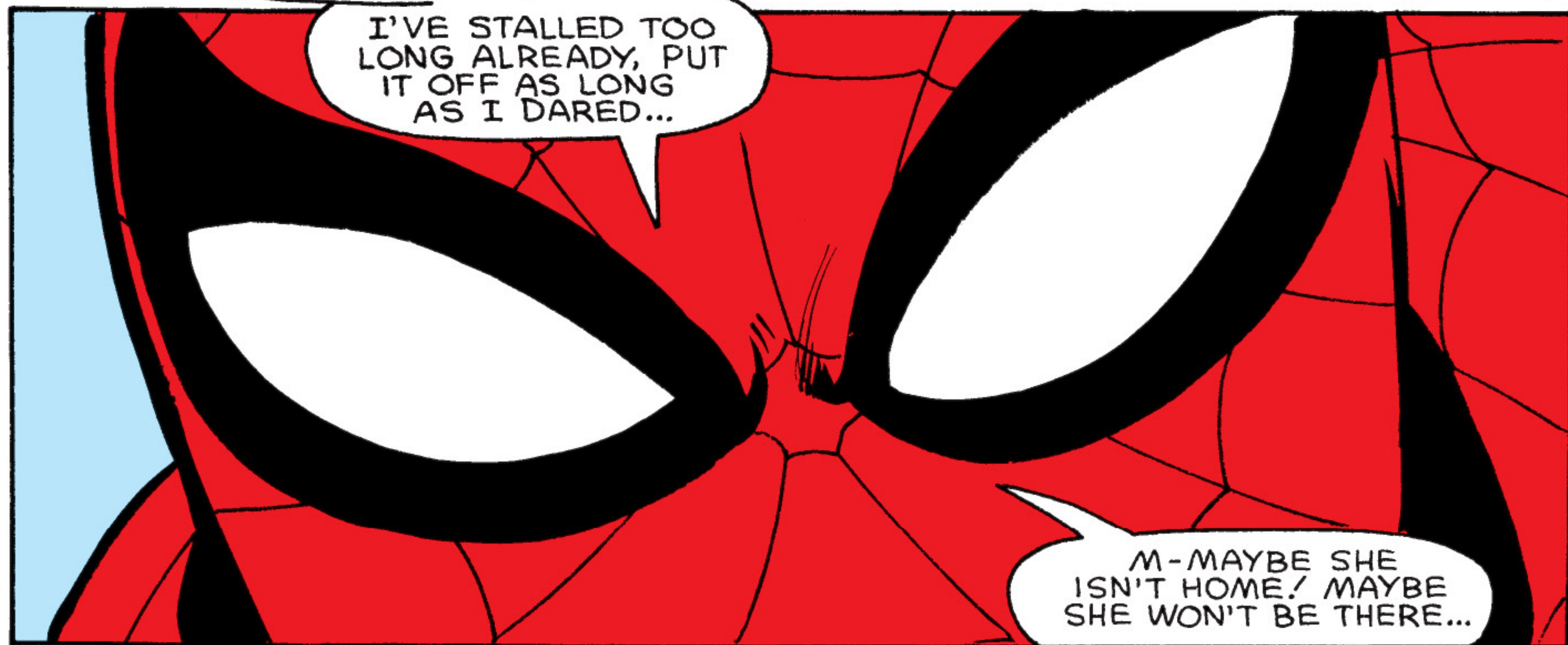
--ONLY TO CATCH MYSELF AT THE LAST POSSIBLE INSTANT WITH ANOTHER STRAND OF MY INCREDIBLY STRONG, HOME MADE WEB FLUID !

ORDINARILY I COULD REALLY LET MYSELF GO AND JUST ENJOY THIS !



AS LONG AS I'VE BEEN WEB-SLINGING, I STILL GET A HUGE THRILL OUT OF IT--

--BUT TONIGHT I'M JUST TOO PREOCCUPIED WITH THE TASK THAT LIES AHEAD OF ME !



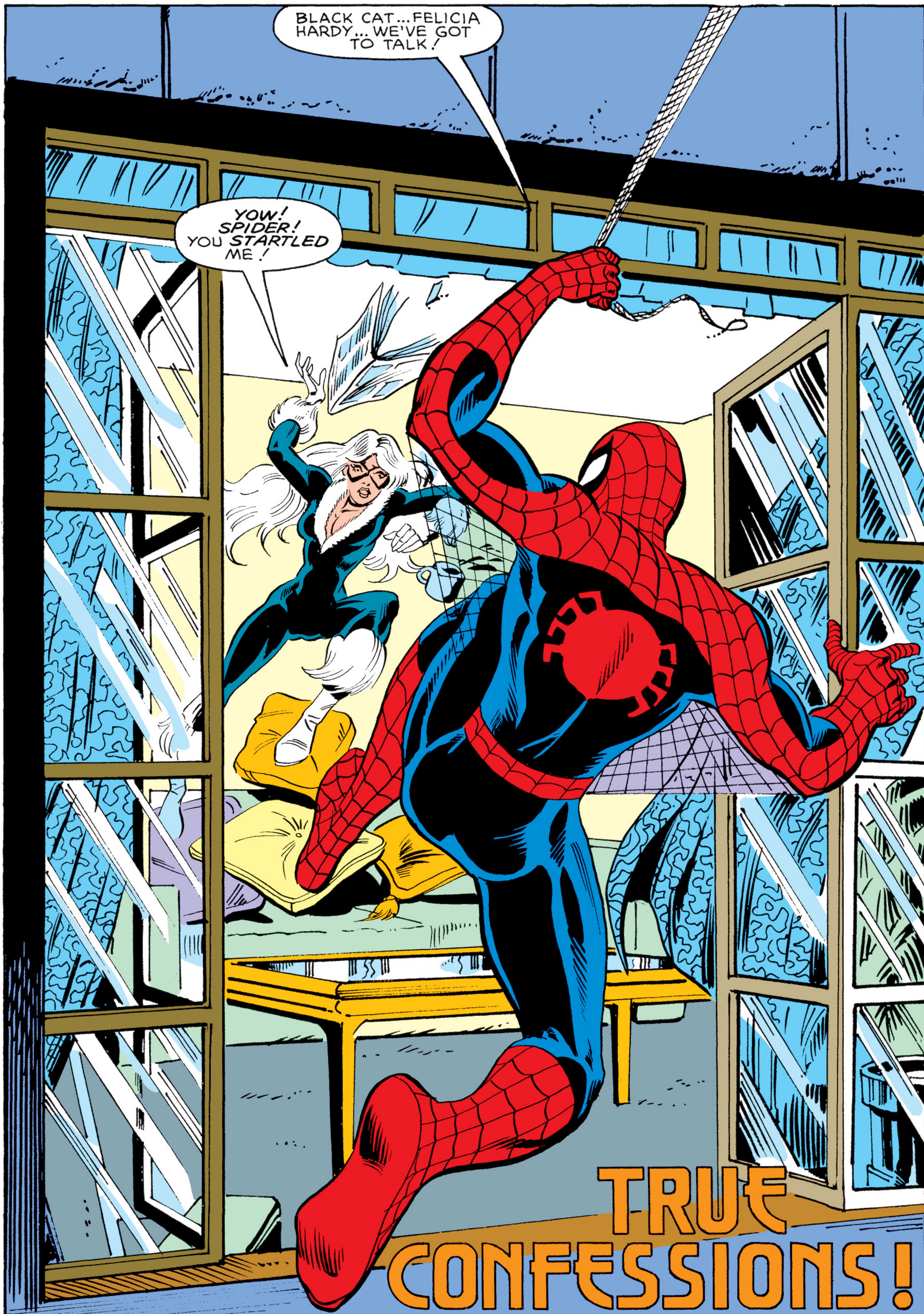
I'VE STALLED TOO LONG ALREADY, PUT IT OFF AS LONG AS I DARED...

M-MAYBE SHE ISN'T HOME ! MAYBE SHE WON'T BE THERE...



NO SUCH LUCK ! THERE'S A LIGHT ON IN THE WINDOW !

THIS IS IT, THEN. I'VE GOT TO GO THROUGH WITH IT...

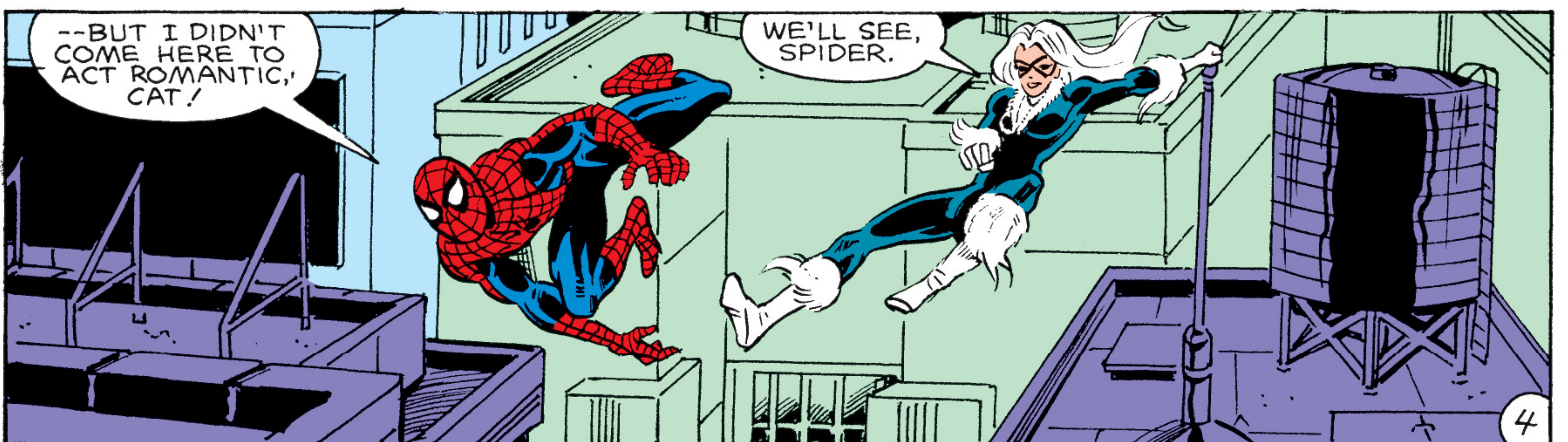
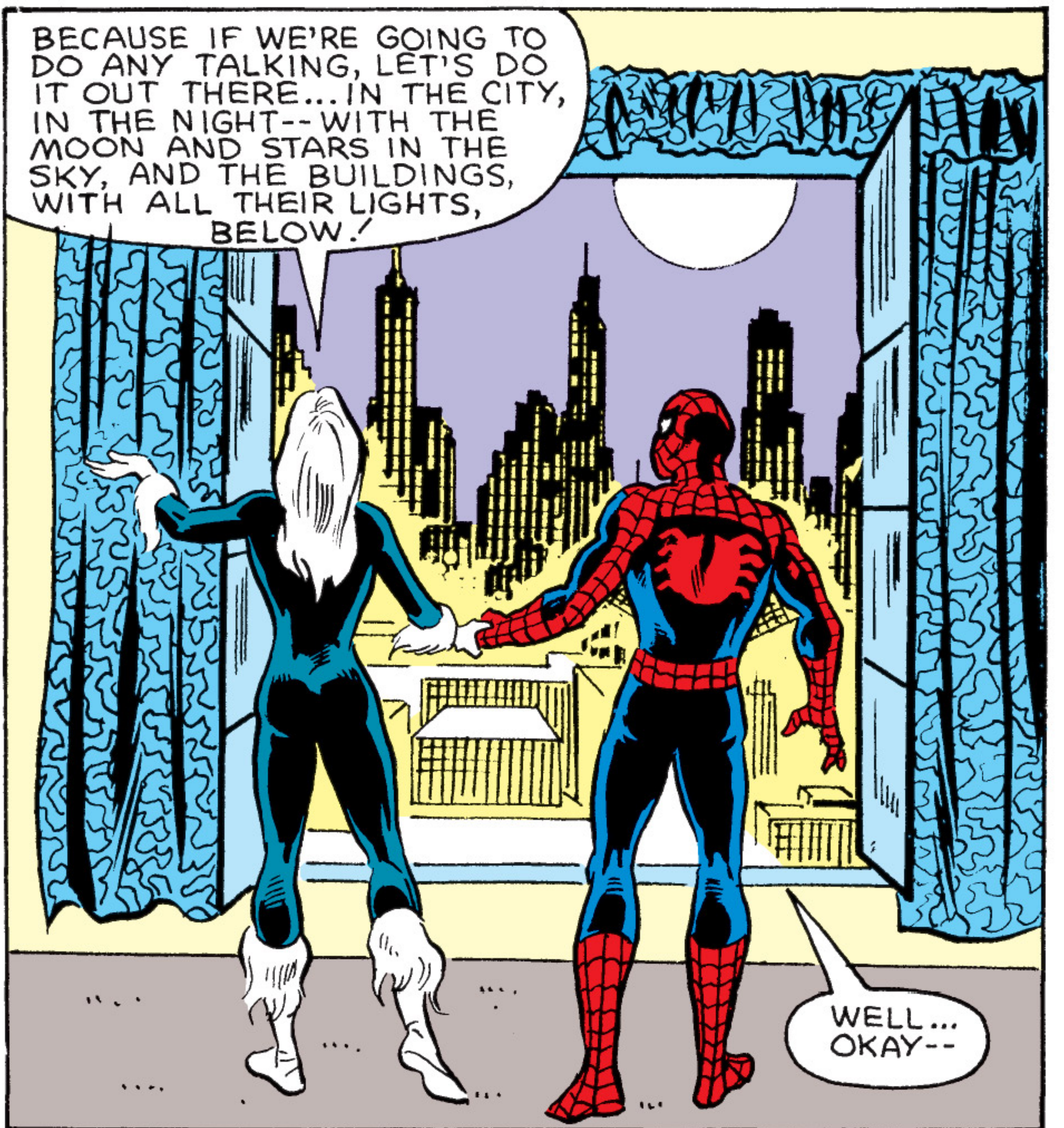
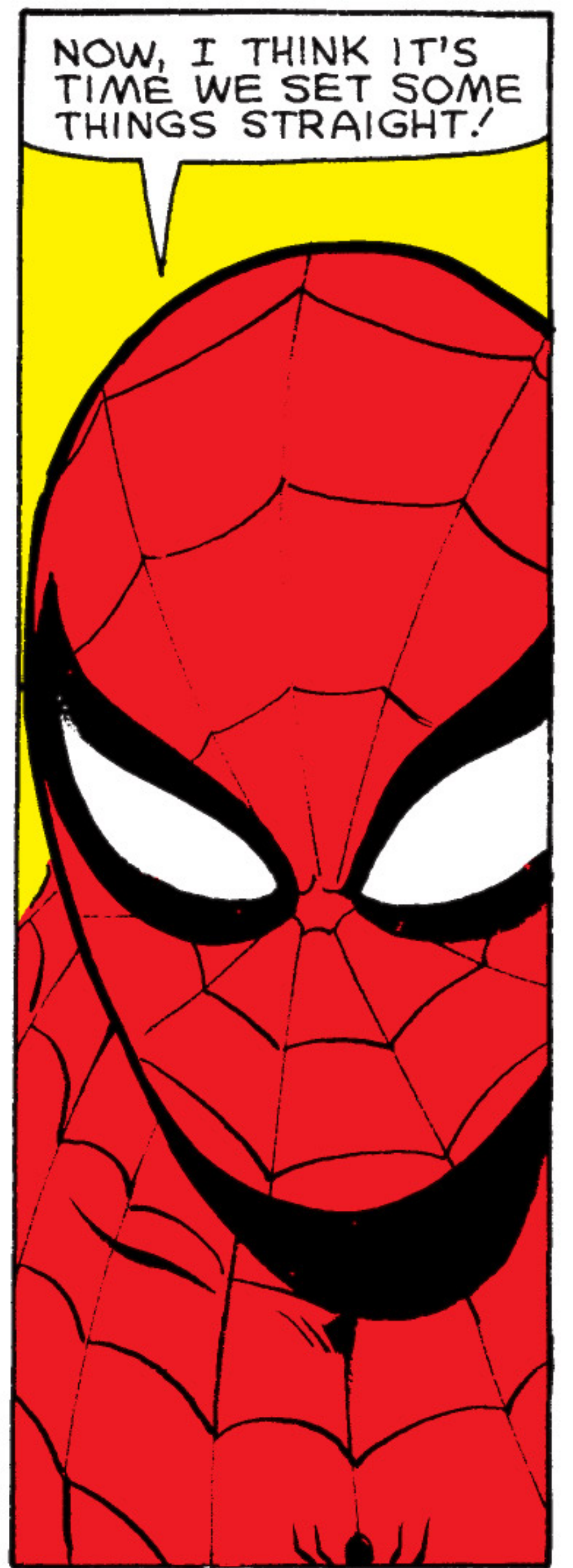


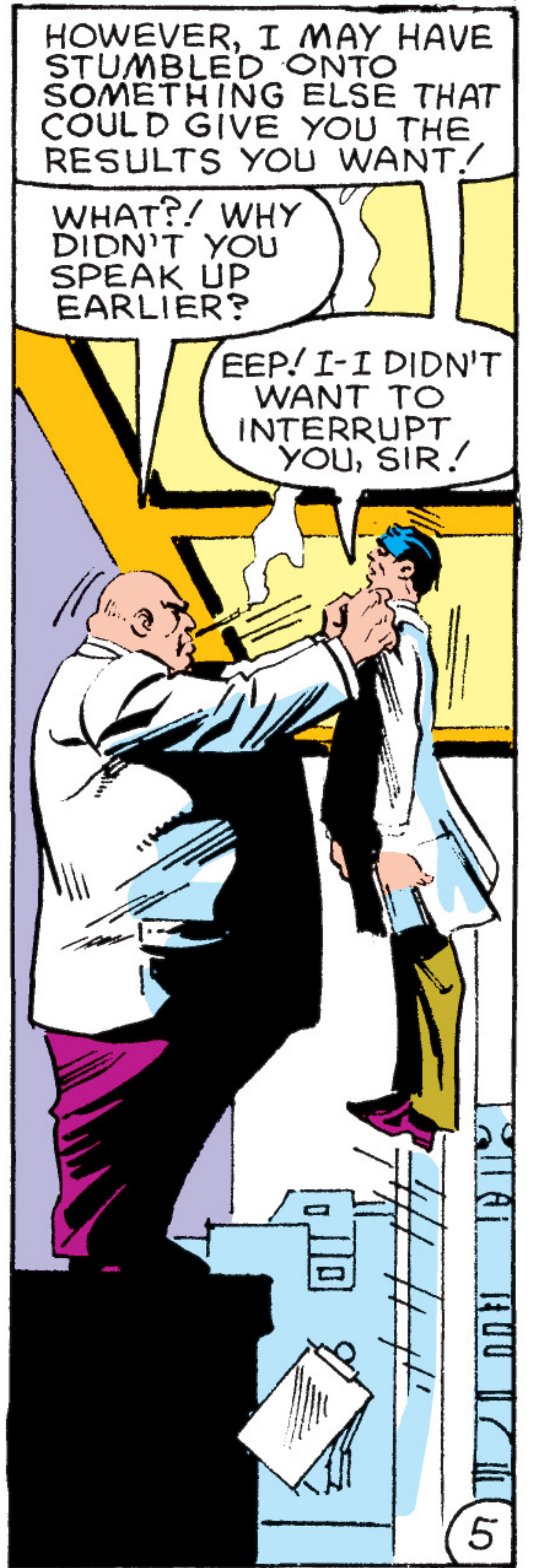
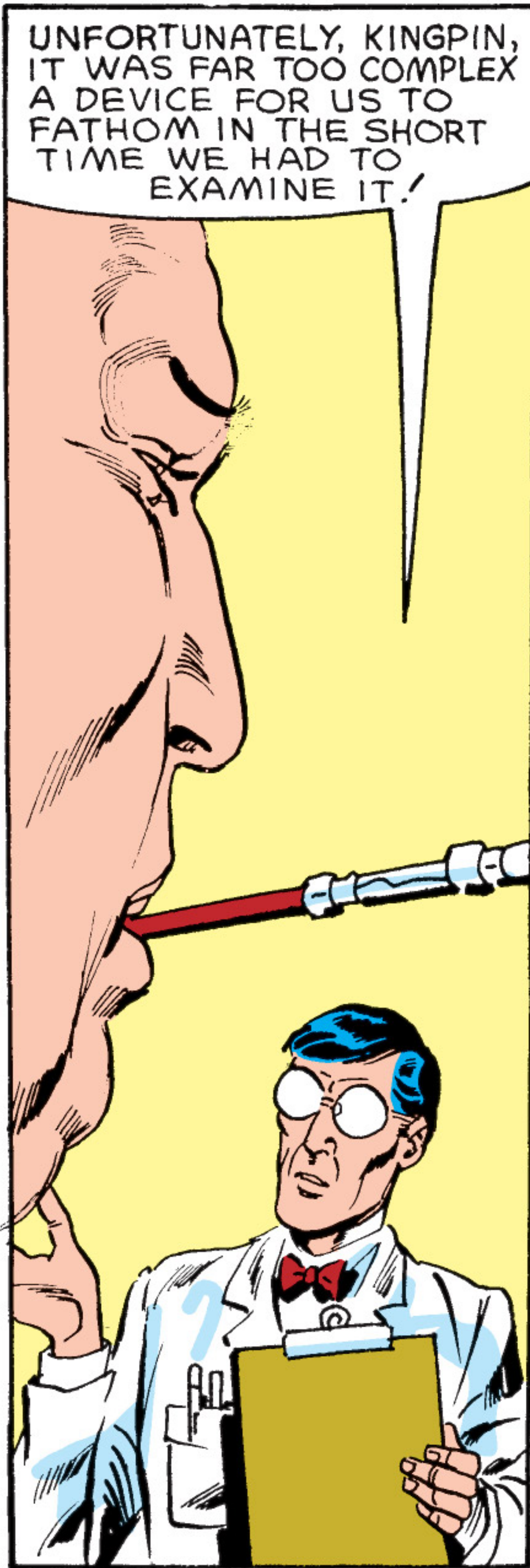
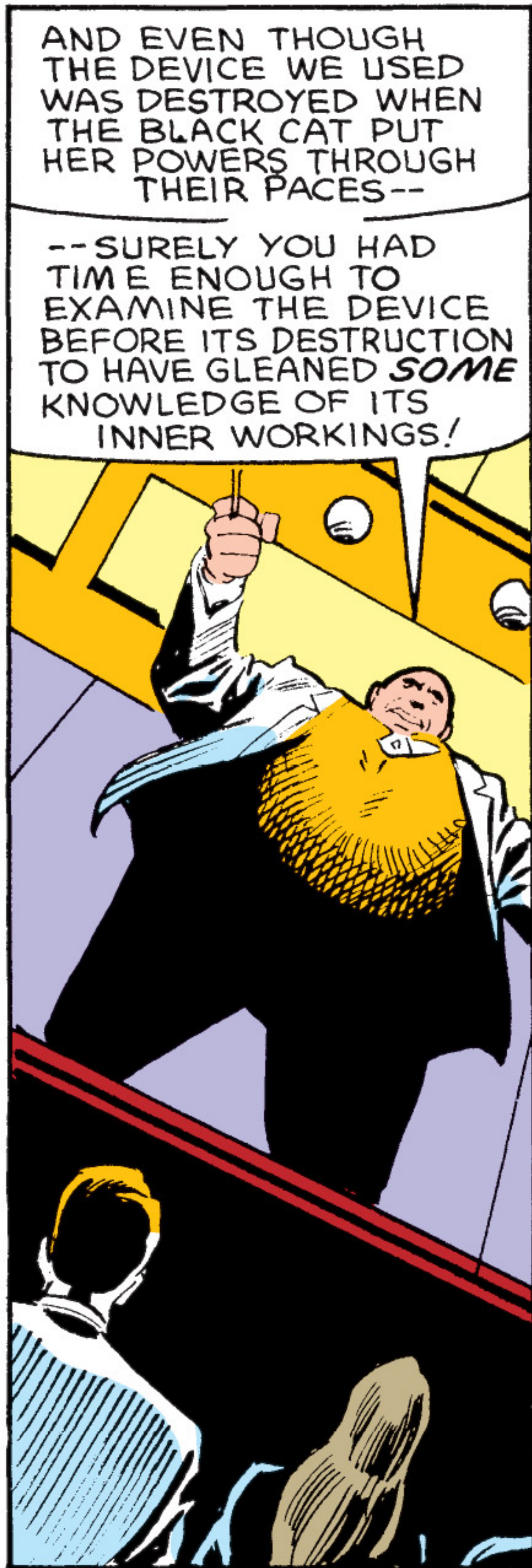
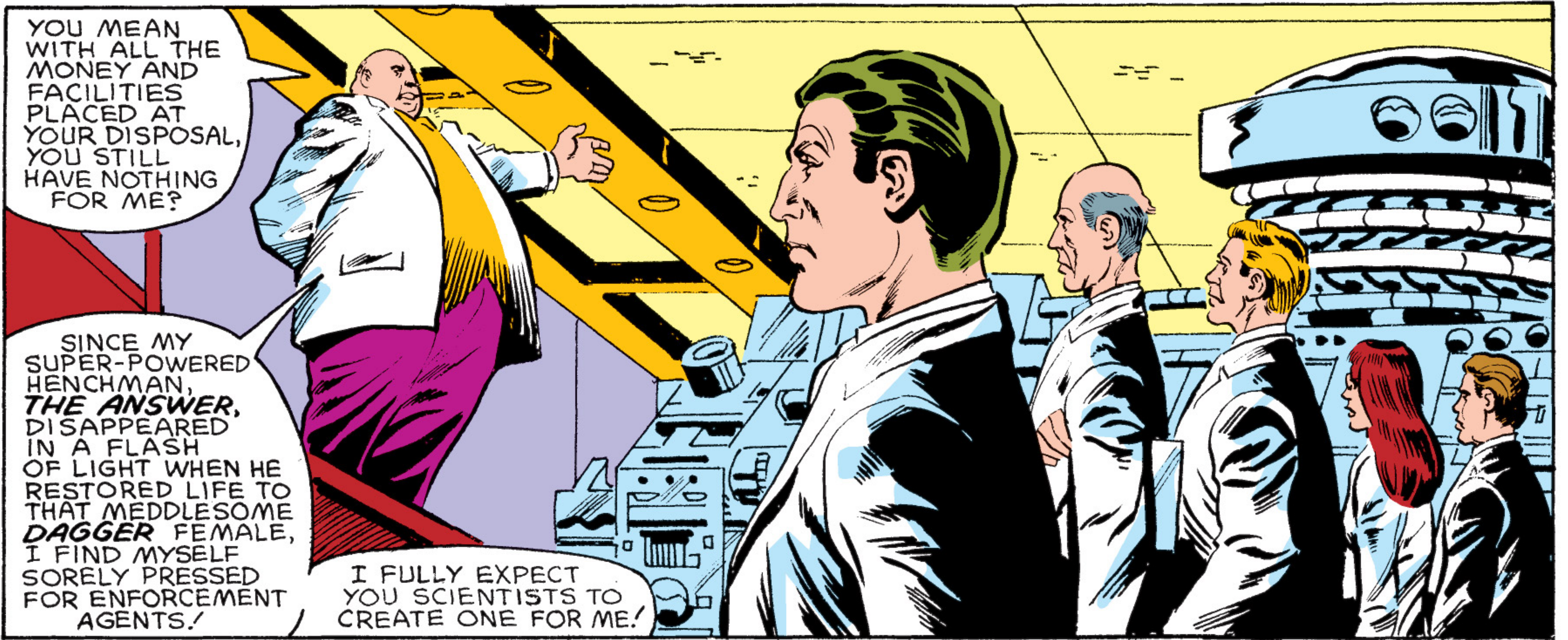
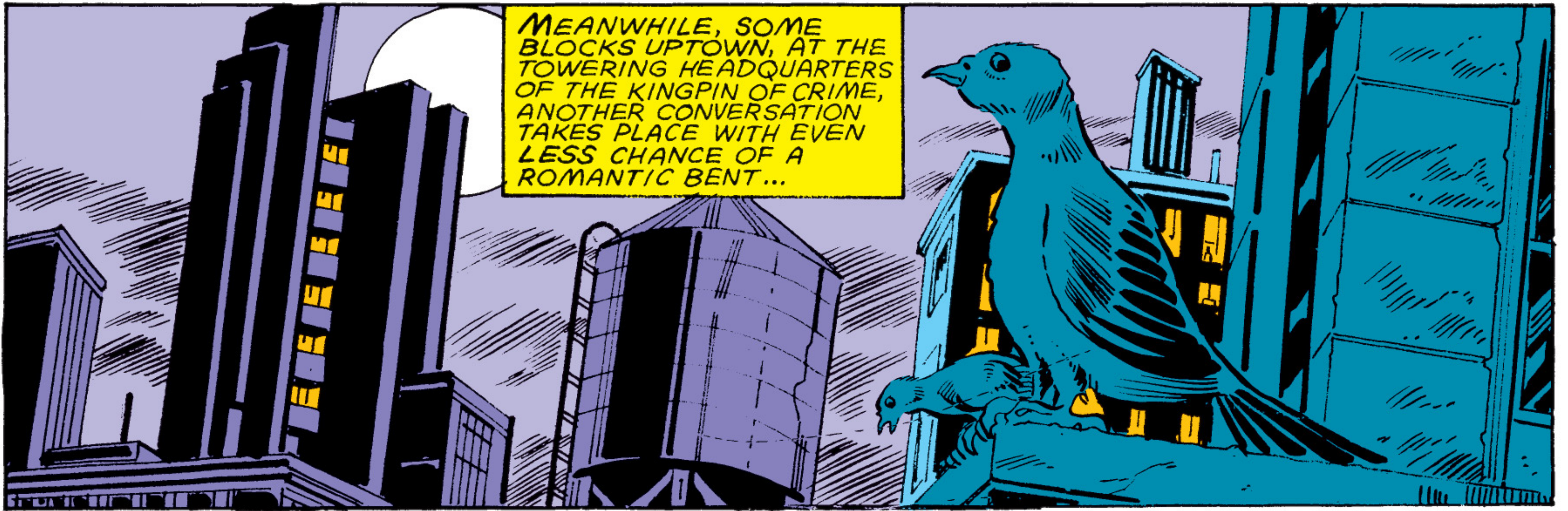
BLACK CAT...FELICIA
HARDY... WE'VE GOT
TO TALK!

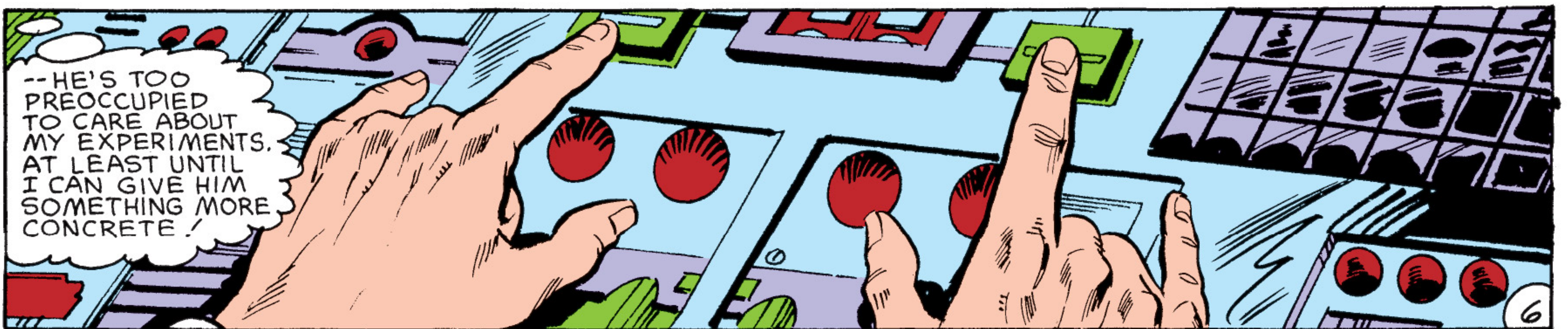
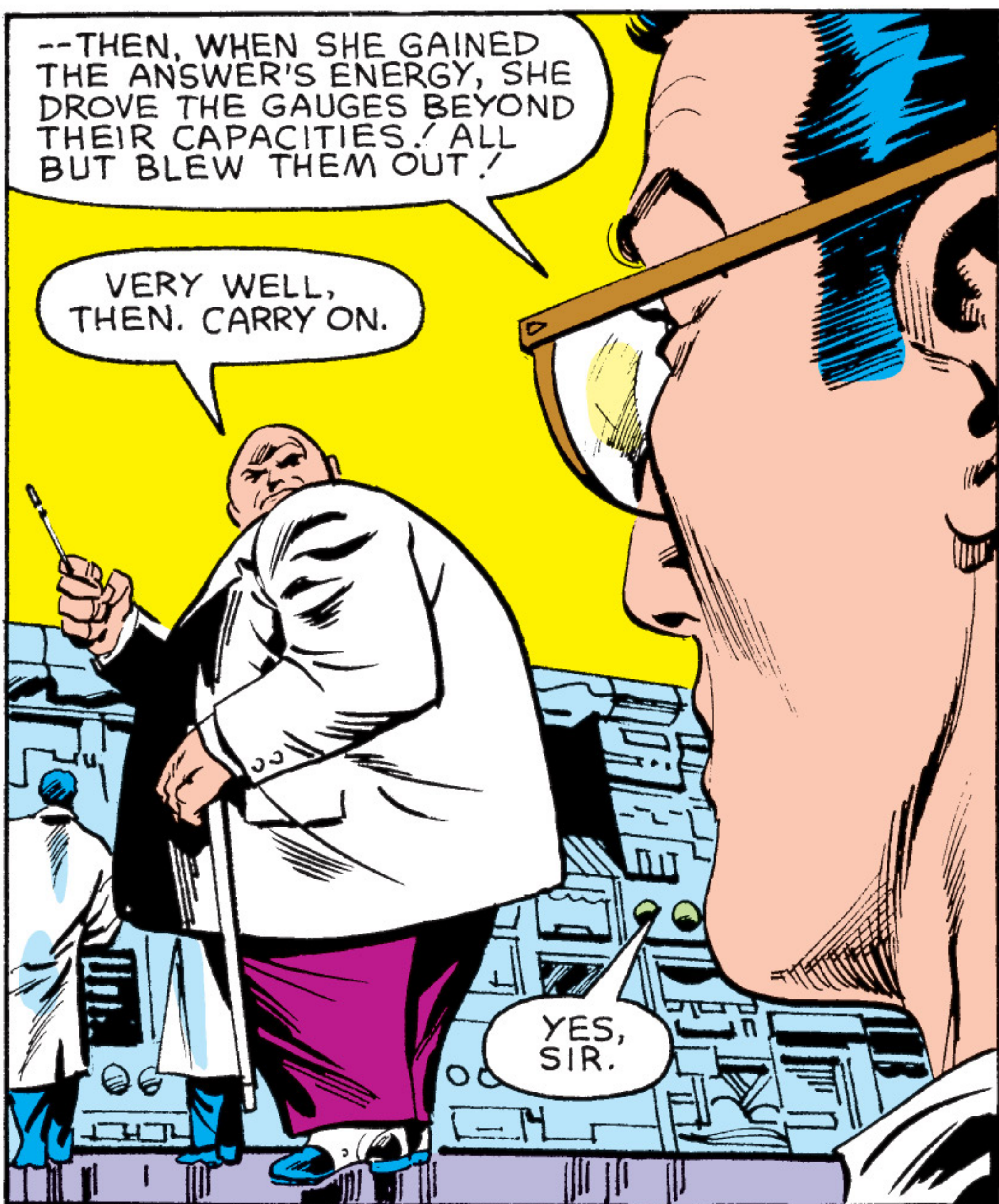
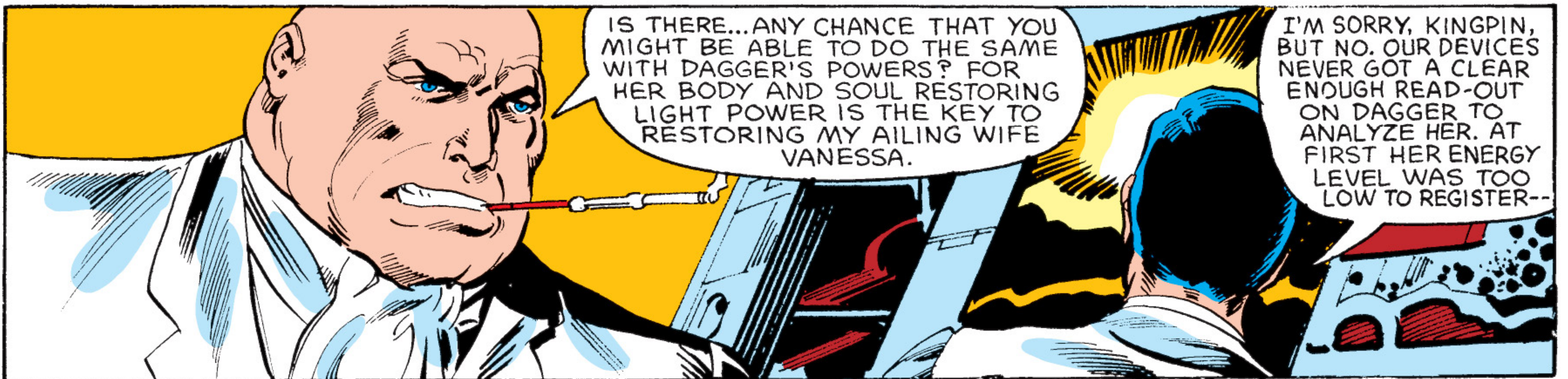
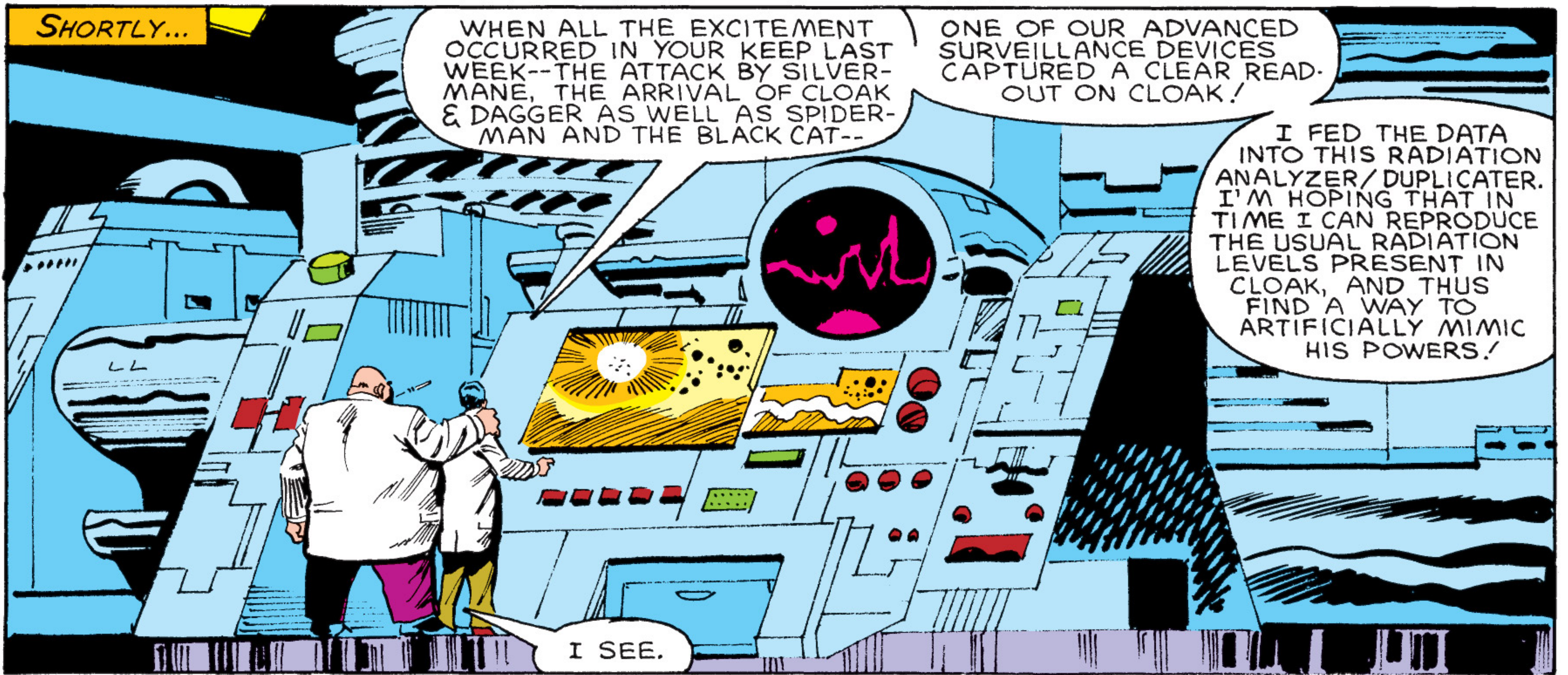
YOW!
SPIDER!
YOU STARTLED
ME!

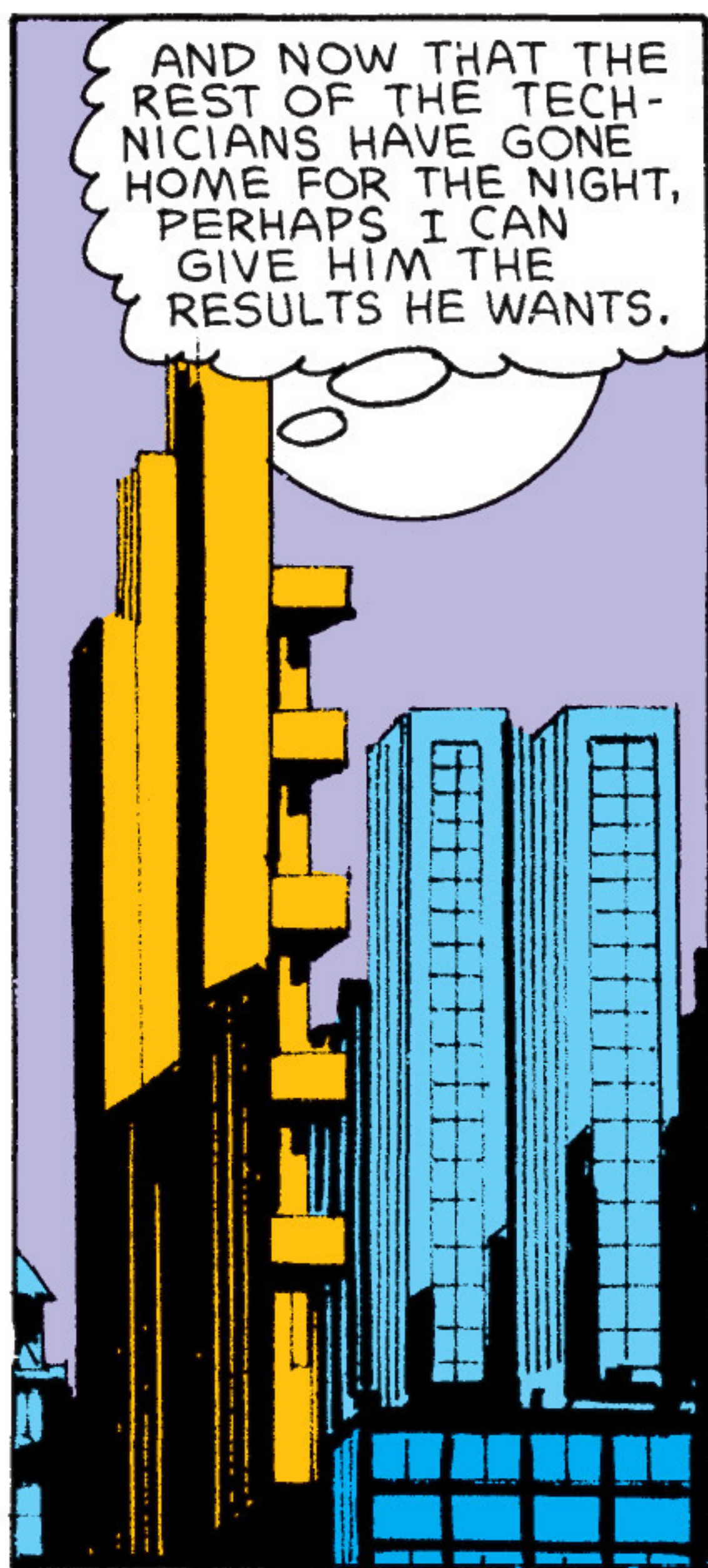
TRUE CONFESSIONS!

STORY AL MILGROM	PENCILS HERB TRIMPE	INKS JIM MOONEY	LETTERING DIANA ALBERS	COLORING GEORGE ROUSSOS	EDITED BY DANNY FINGEROTH	SUPERVISION JIM SHOOTER
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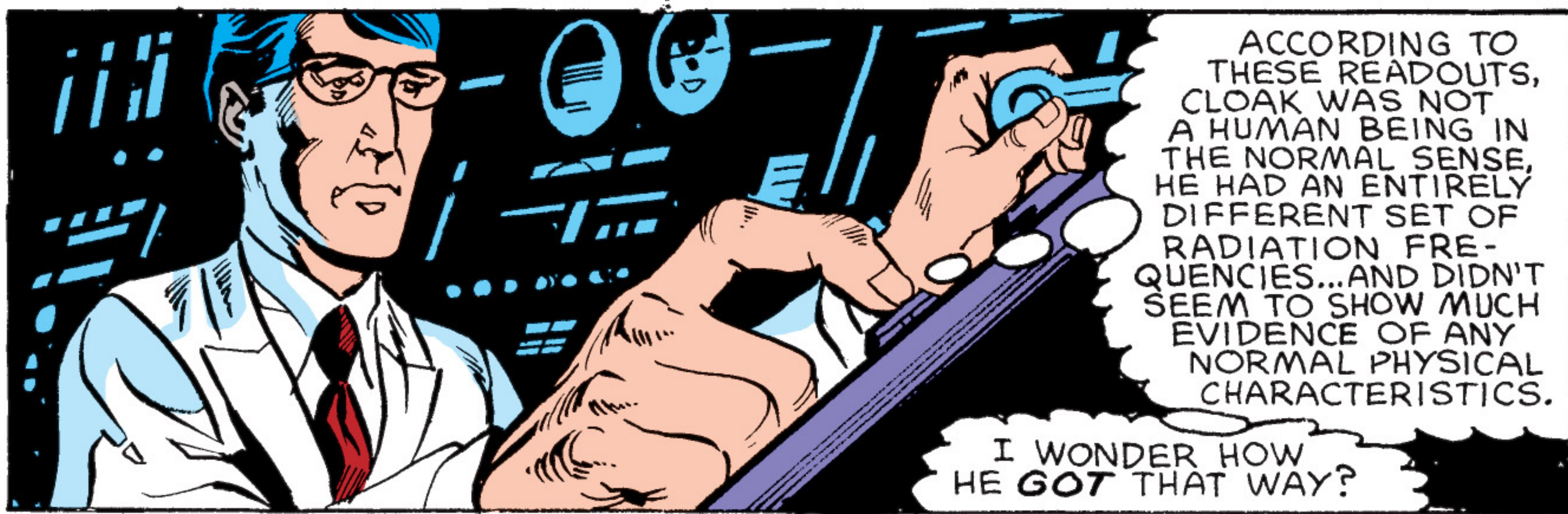






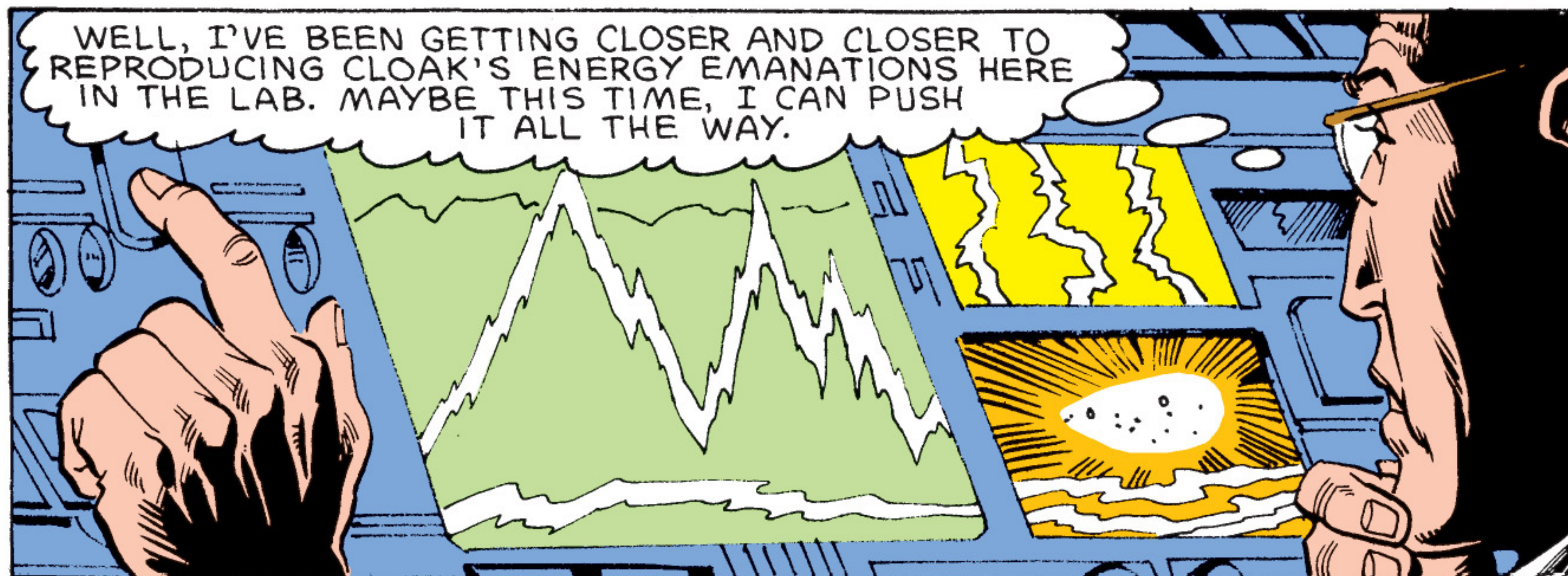


AND NOW THAT THE REST OF THE TECHNICIANS HAVE GONE HOME FOR THE NIGHT, PERHAPS I CAN GIVE HIM THE RESULTS HE WANTS.



ACCORDING TO THESE READOUTS, CLOAK WAS NOT A HUMAN BEING IN THE NORMAL SENSE, HE HAD AN ENTIRELY DIFFERENT SET OF RADIATION FREQUENCIES...AND DIDN'T SEEM TO SHOW MUCH EVIDENCE OF ANY NORMAL PHYSICAL CHARACTERISTICS.

I WONDER HOW HE GOT THAT WAY?



WELL, I'VE BEEN GETTING CLOSER AND CLOSER TO REPRODUCING CLOAK'S ENERGY EMANATIONS HERE IN THE LAB. MAYBE THIS TIME, I CAN PUSH IT ALL THE WAY.

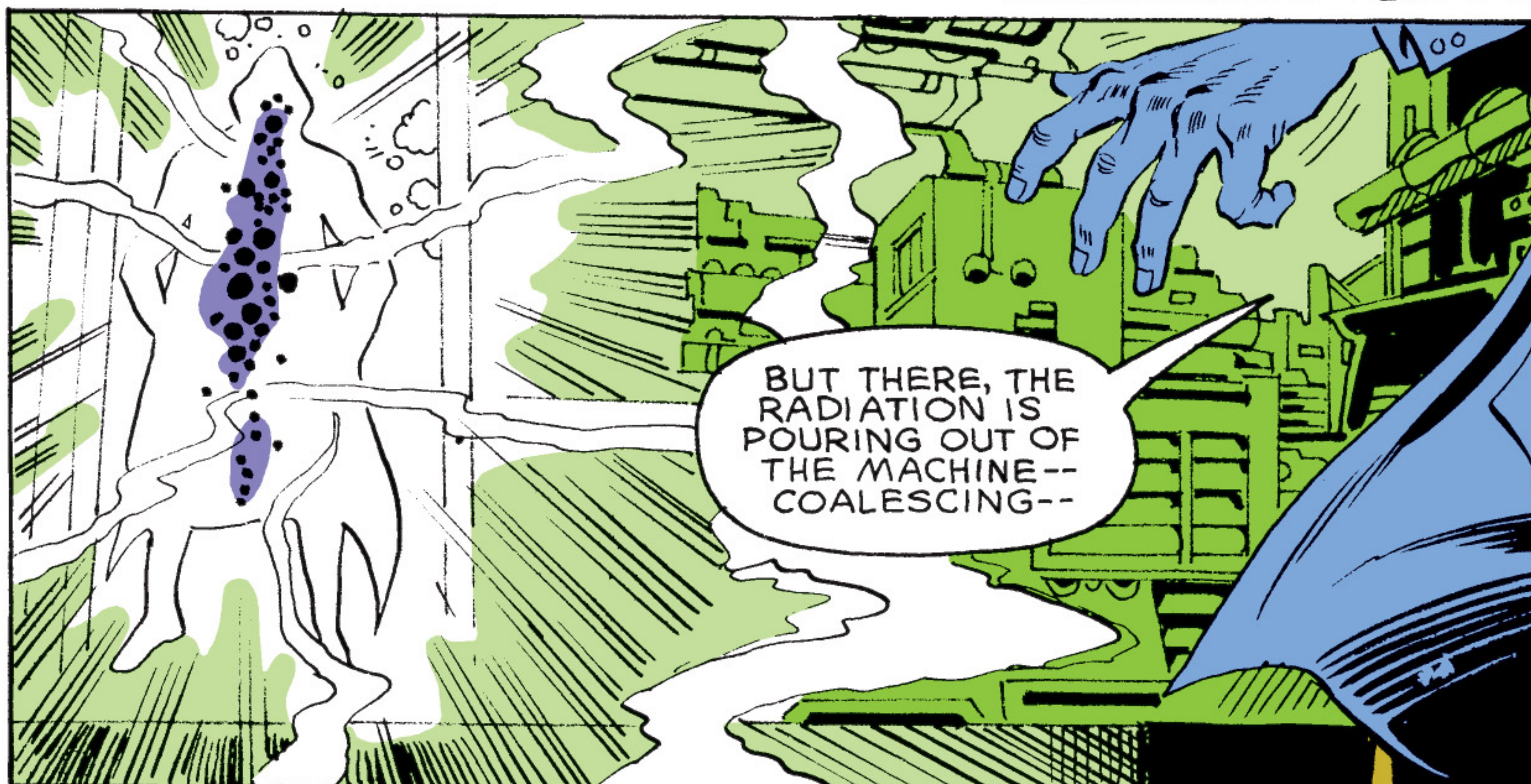


YES, I'M GETTING IT! BUT THE MACHINE IS USING VAST AMOUNTS OF ENERGY IN THE PROCESS!

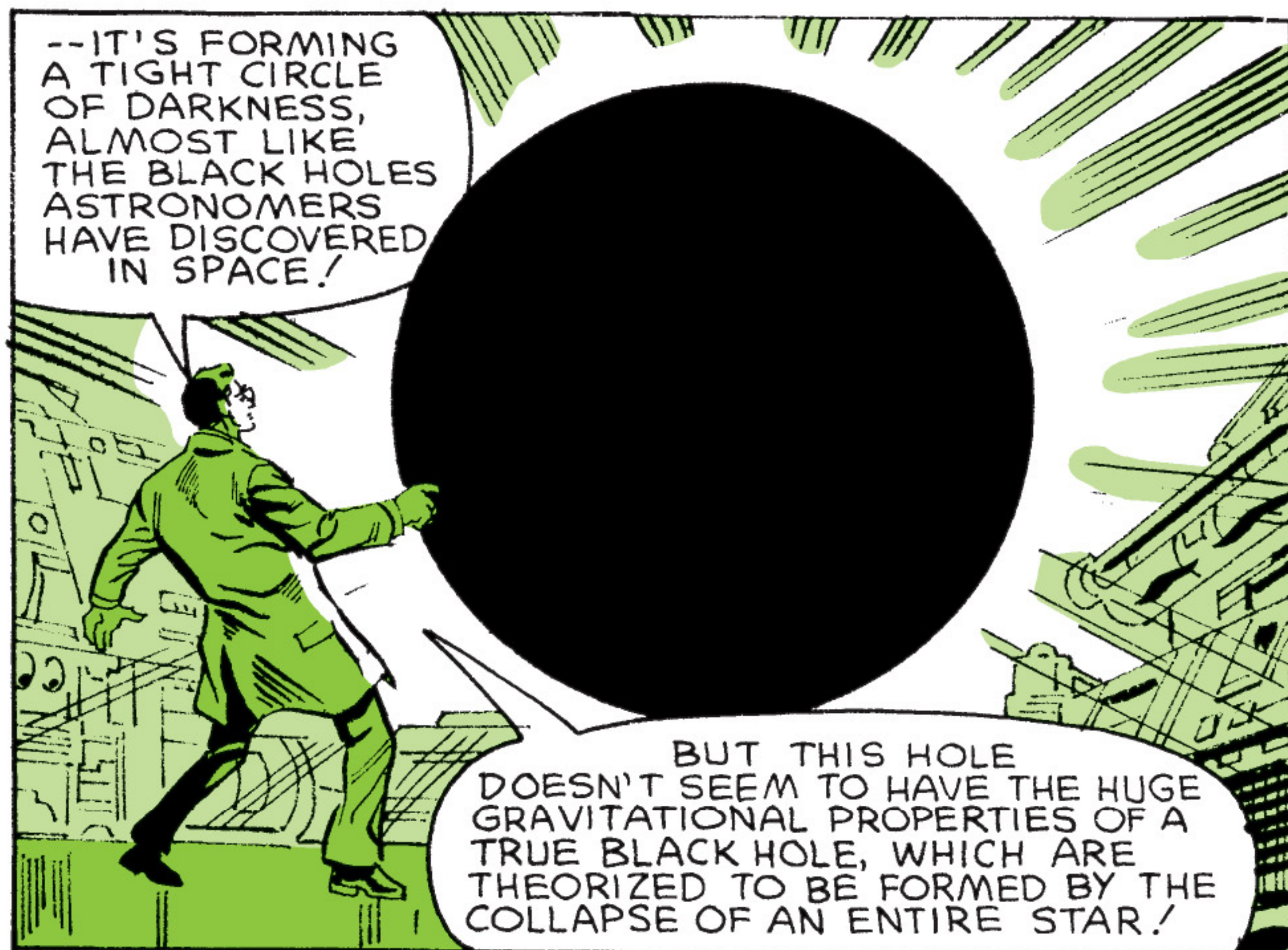
DON'T KNOW HOW MUCH MORE IT CAN TAKE BEFORE THE CIRCUIT BREAKER OVERRIDES CLICK ON!



THE DUPLICATOR IS OVERHEATING-- I CAN'T GUESS HOW MANY MICROCHIPS HAVE VAPORIZED.

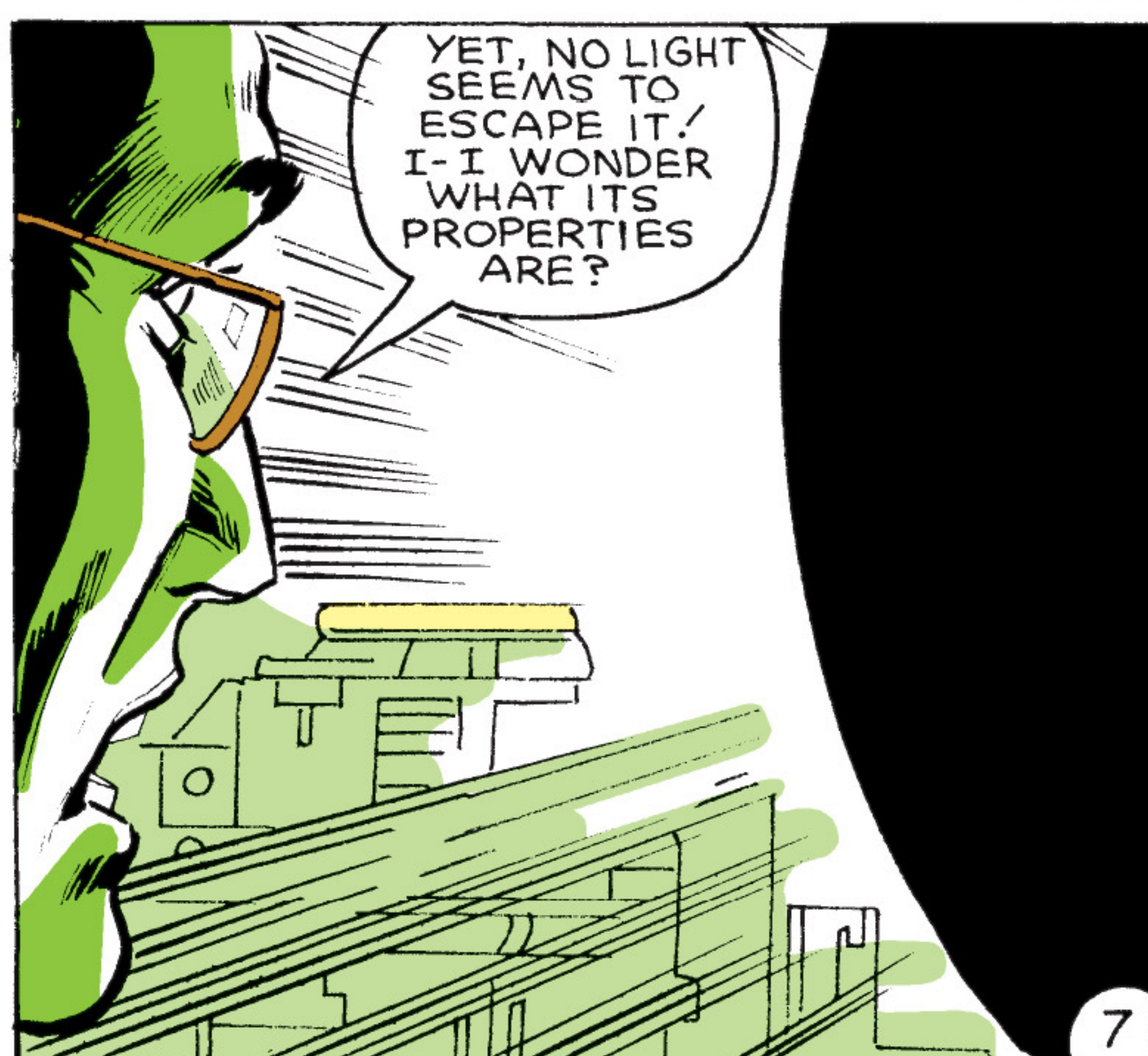


BUT THERE, THE RADIATION IS POURING OUT OF THE MACHINE-- COALESCING--

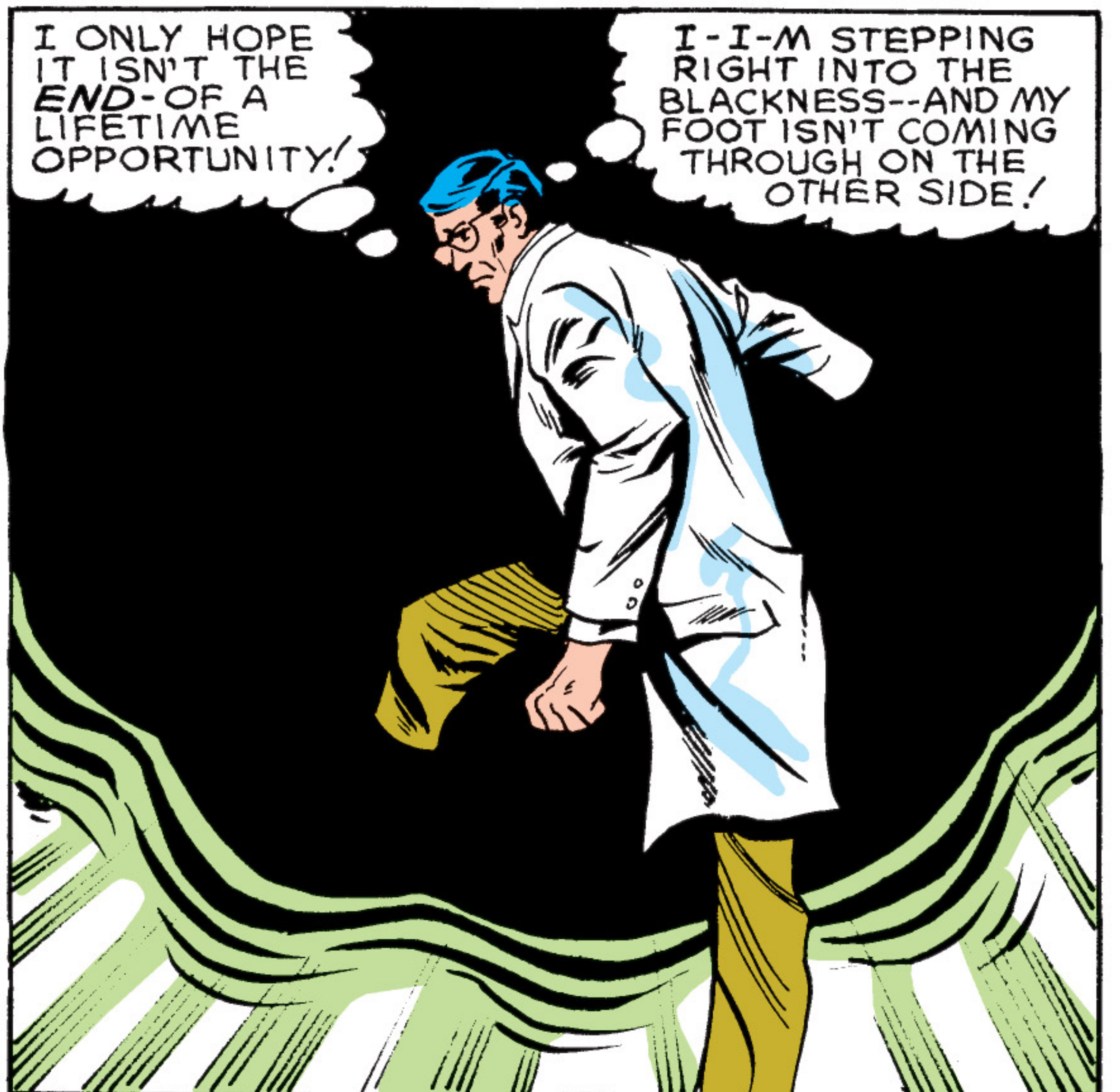
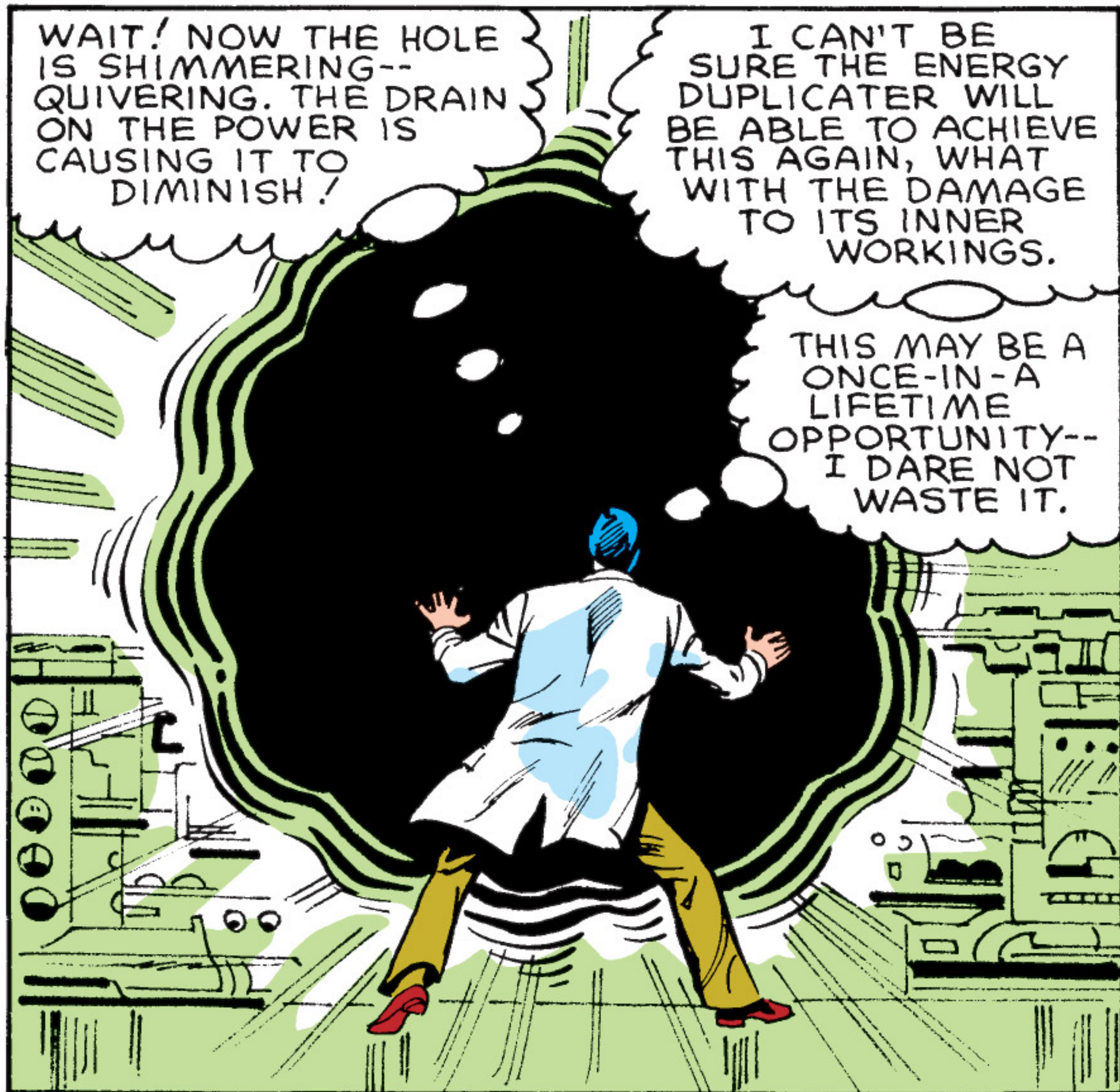


--IT'S FORMING A TIGHT CIRCLE OF DARKNESS, ALMOST LIKE THE BLACK HOLES ASTRONOMERS HAVE DISCOVERED IN SPACE!

BUT THIS HOLE DOESN'T SEEM TO HAVE THE HUGE GRAVITATIONAL PROPERTIES OF A TRUE BLACK HOLE, WHICH ARE THEORIZED TO BE FORMED BY THE COLLAPSE OF AN ENTIRE STAR!



YET, NO LIGHT SEEMS TO ESCAPE IT! I-I WONDER WHAT ITS PROPERTIES ARE?



EVEN AS THE CITY IS PLUNGED INTO DARKNESS, OUTSIDE THE HEAD-QUARTERS OF THE FANTASTIC FOUR, A DARK SHAPE REJOICES IN THE LACK OF LIGHT. FOR IN THE DARK-NESS THERE IS SHELTER!



IT IS THE CREATURE WHICH WAS SPIDER-MAN'S COSTUME.



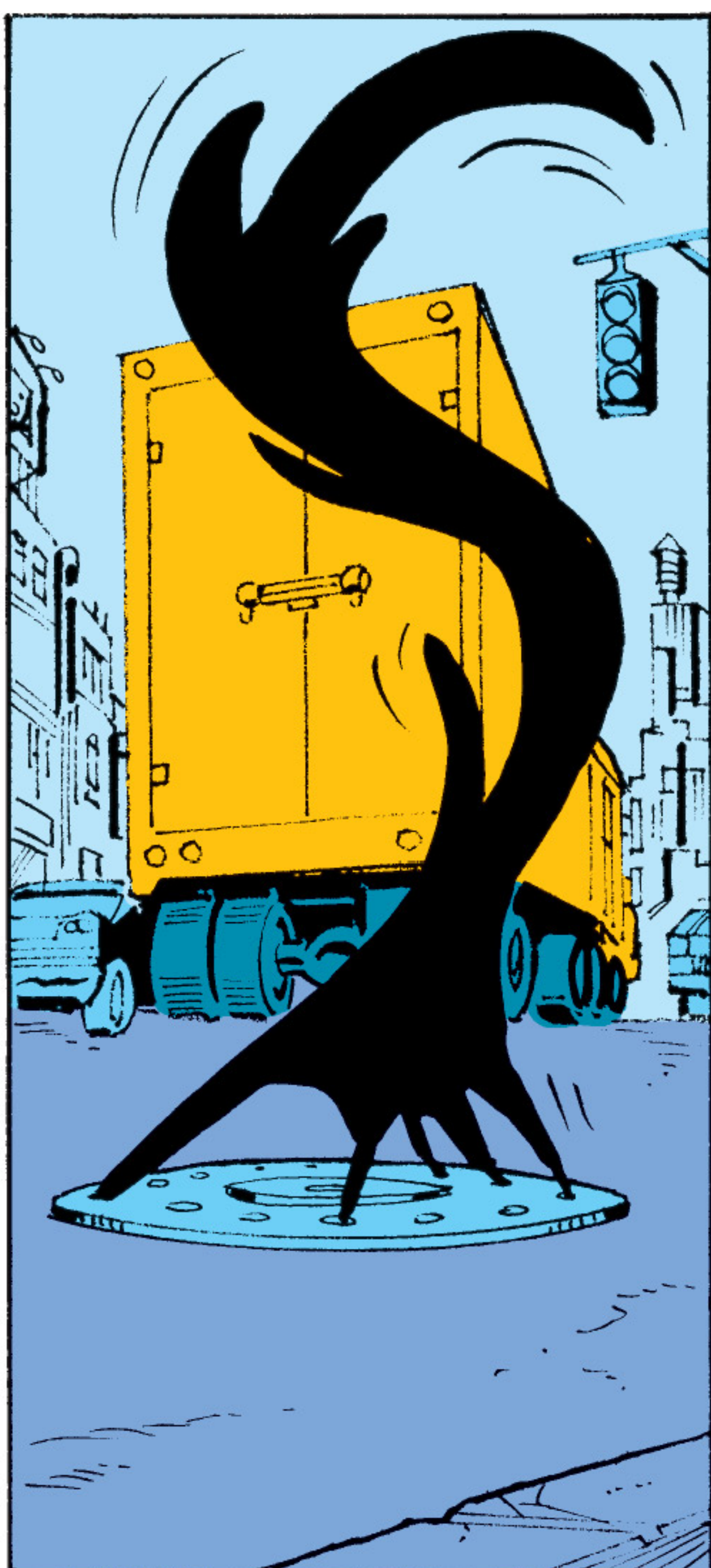
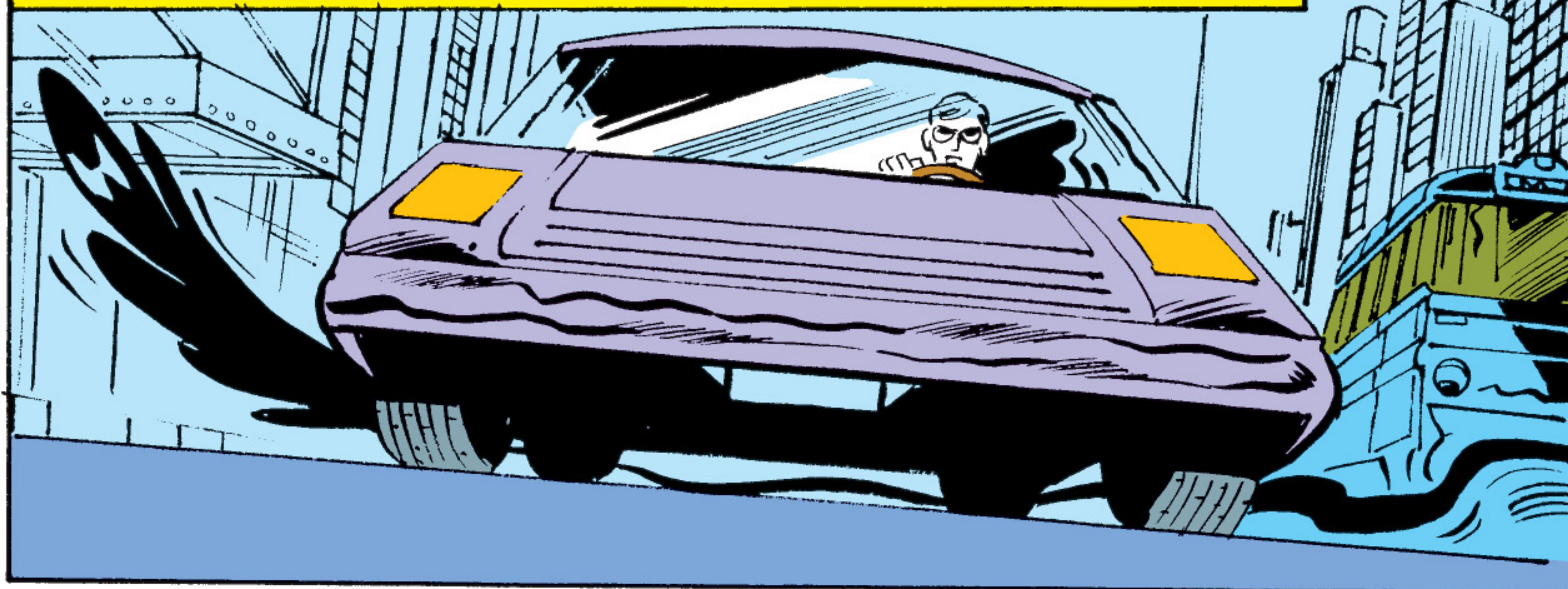
IT HAS BUT RECENTLY ESCAPED FROM THE CONFINEMENT TUBE REED RICHARDS-- THE F. F.'S PLIABLE LEADER --HAD PLACED IT IN.



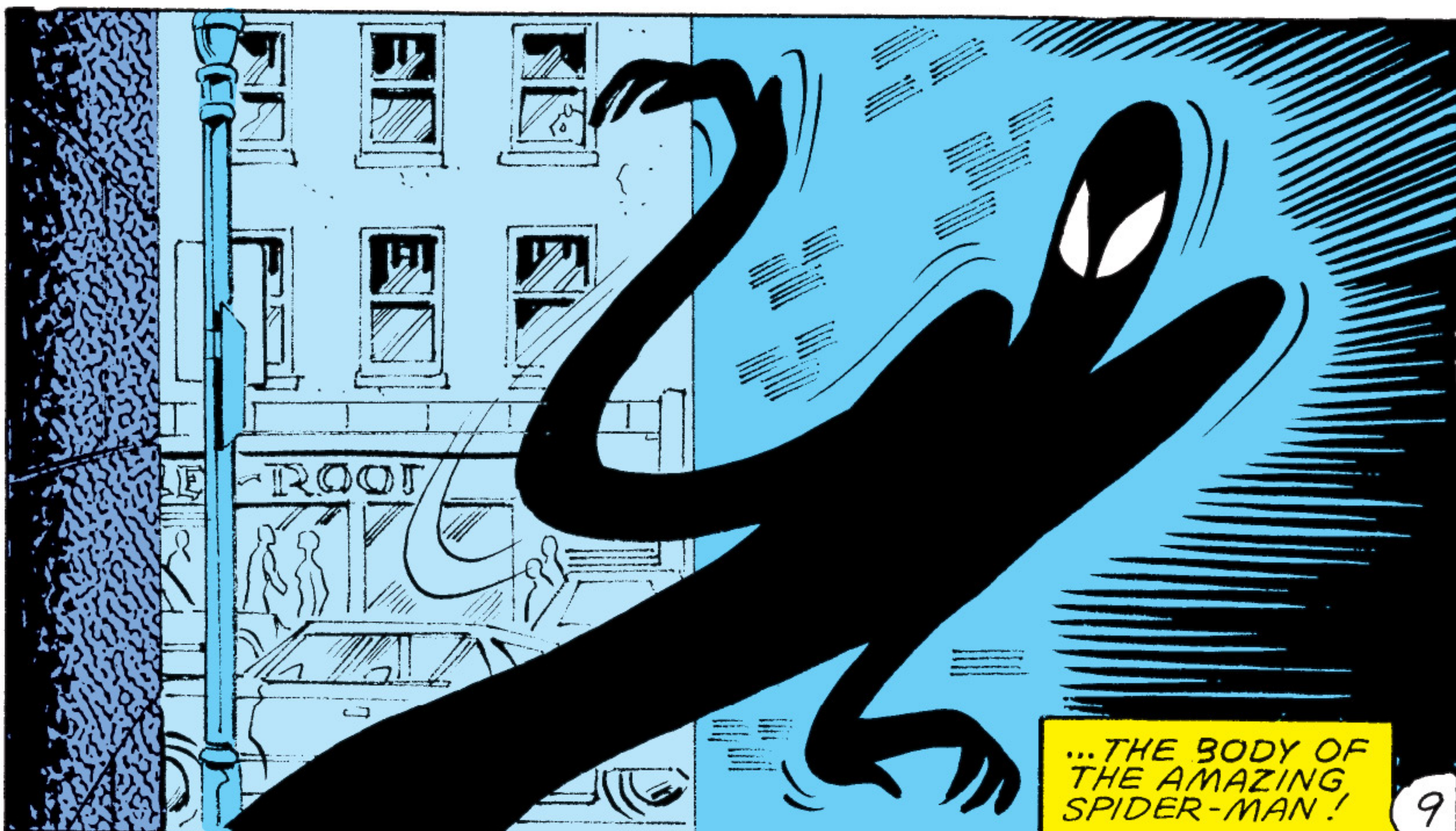
IT IS A SYMBIOTE-- AN ENTITY WHICH MUST FIND A HOST BODY ON WHICH TO LIVE.



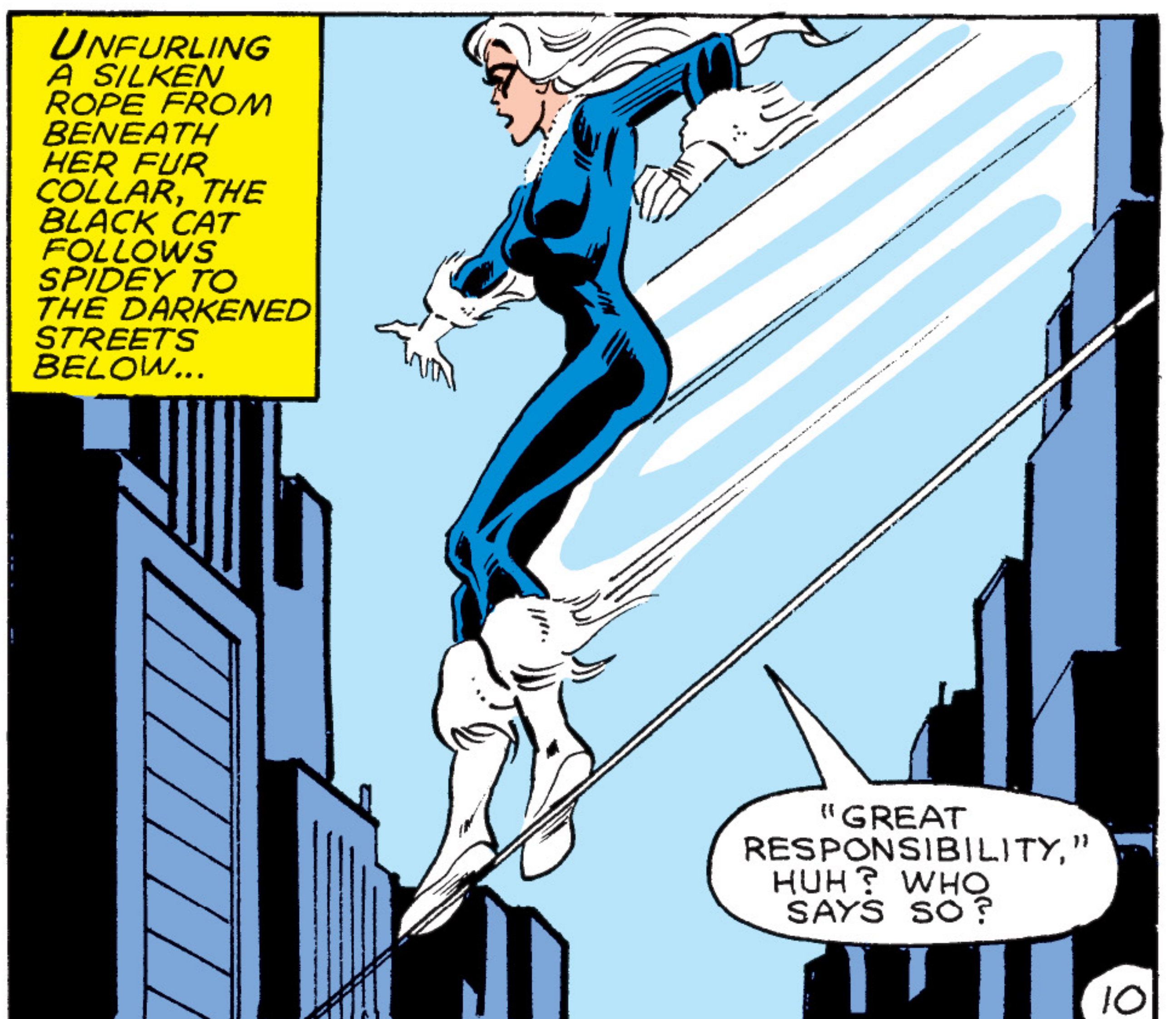
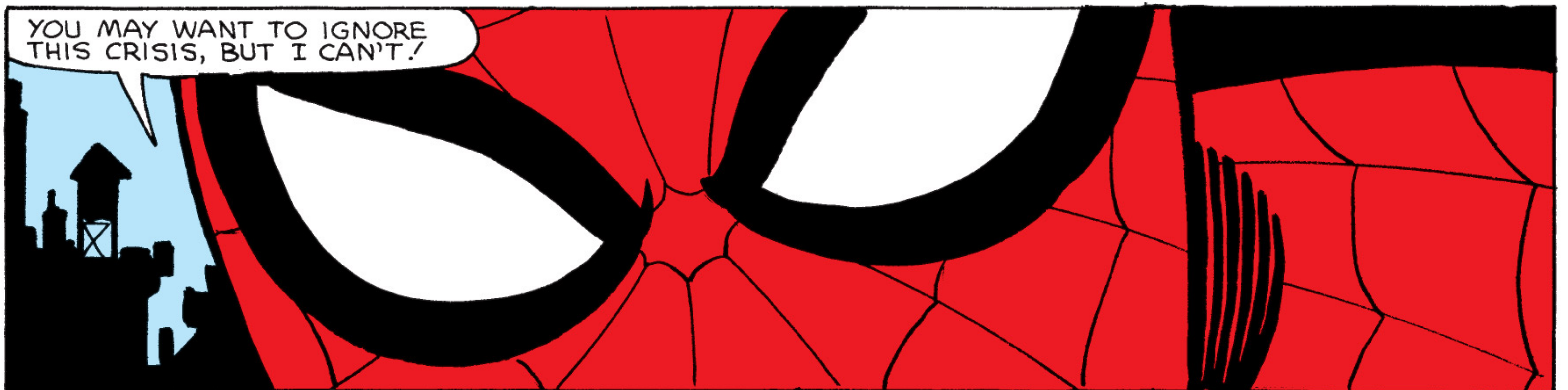
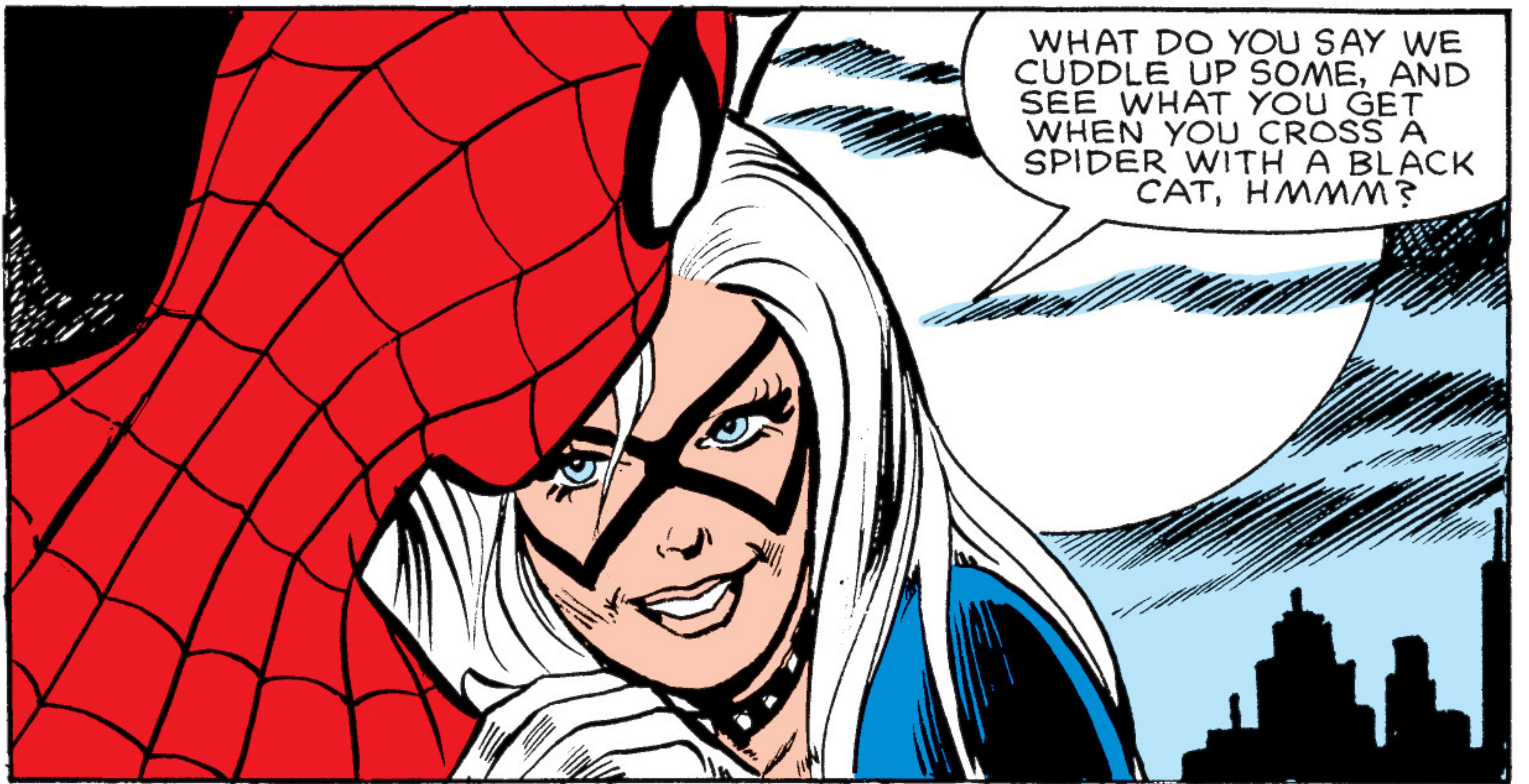
-- SEEKING THE MAN WHOSE BODY IT IS ATTUNED TO...

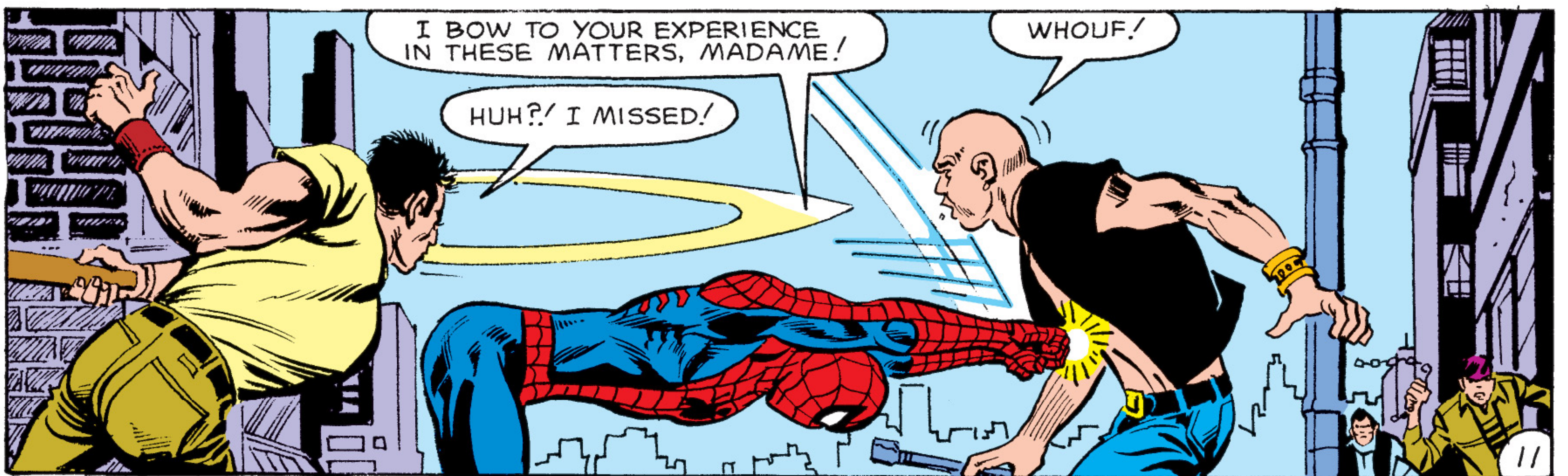
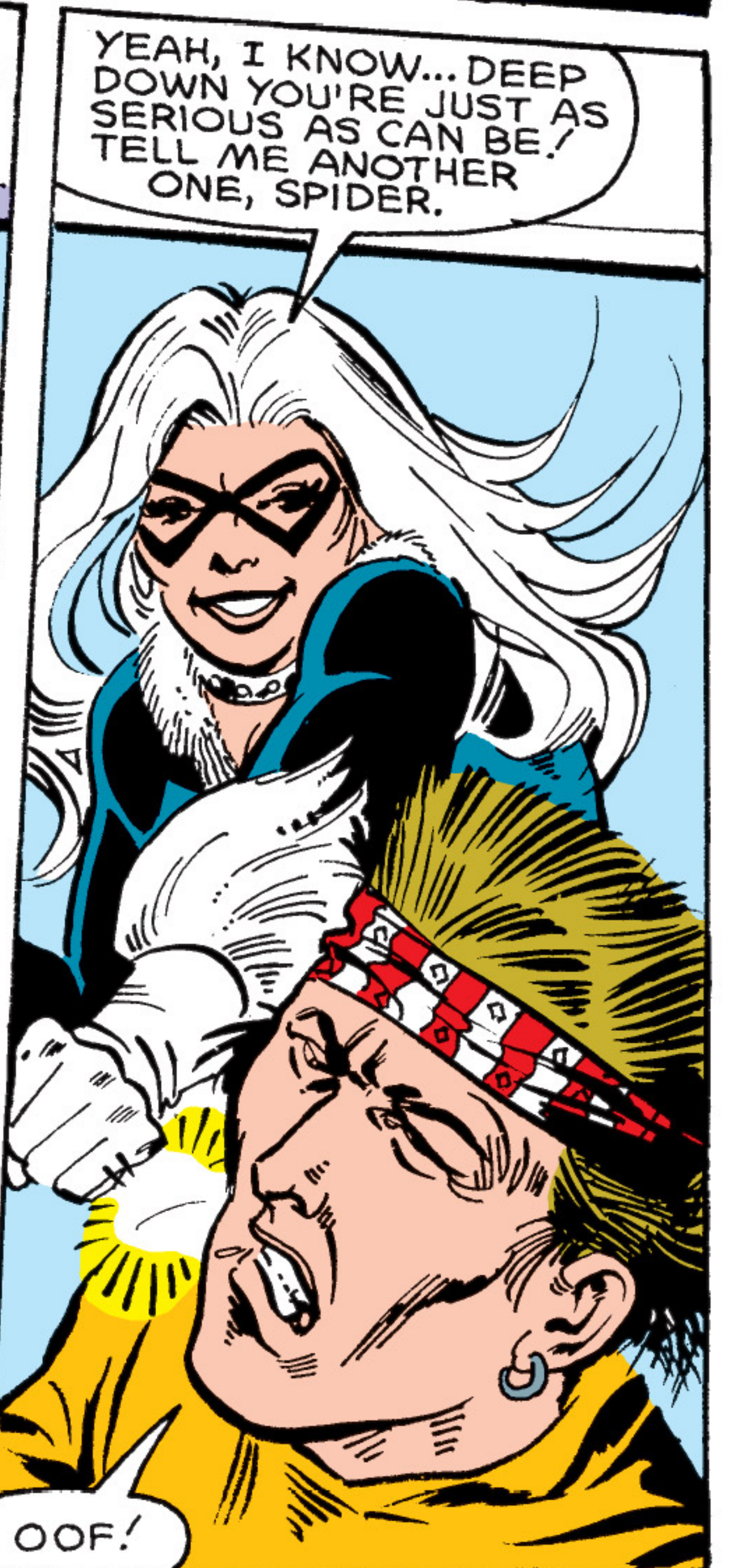
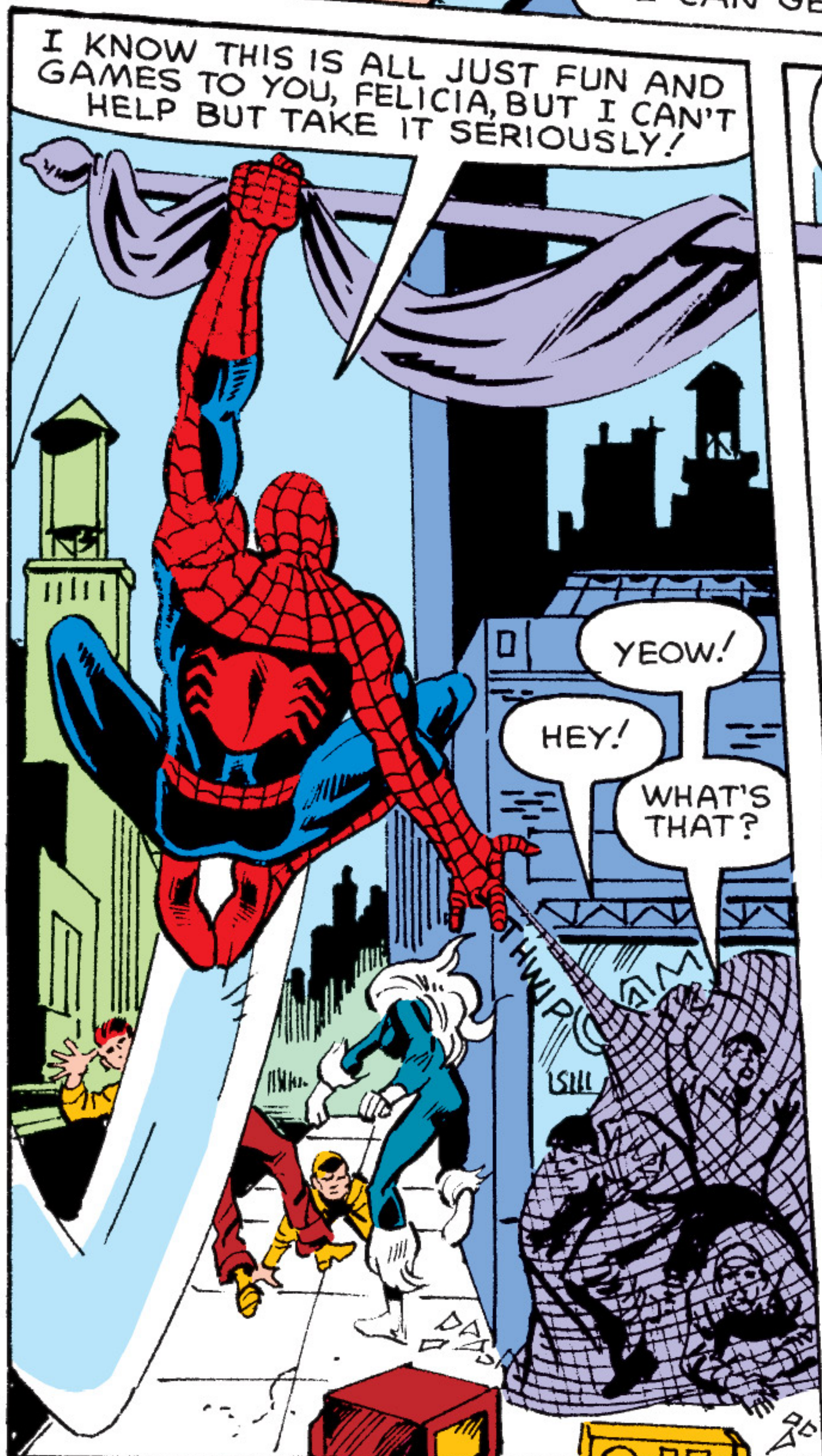
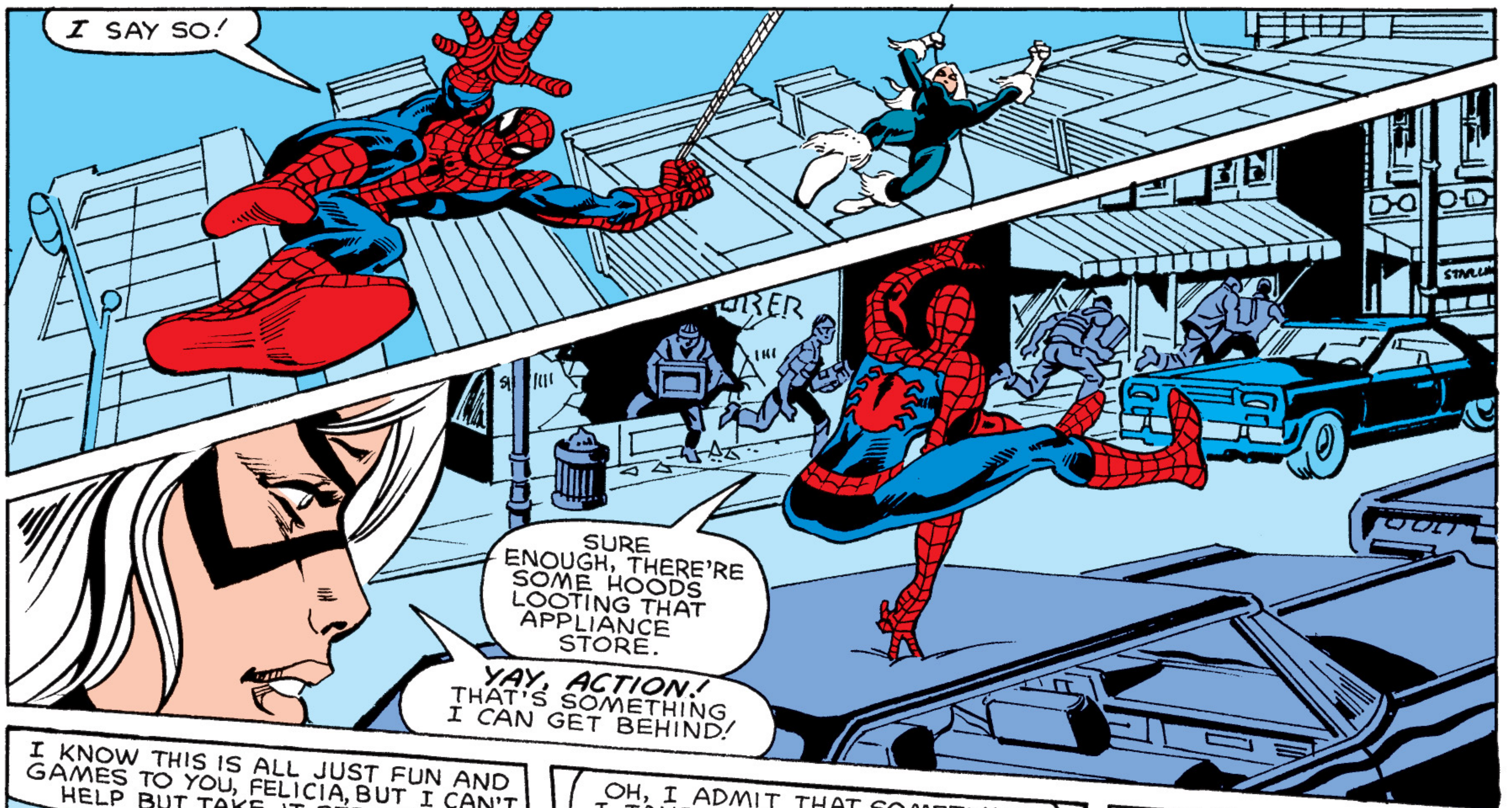


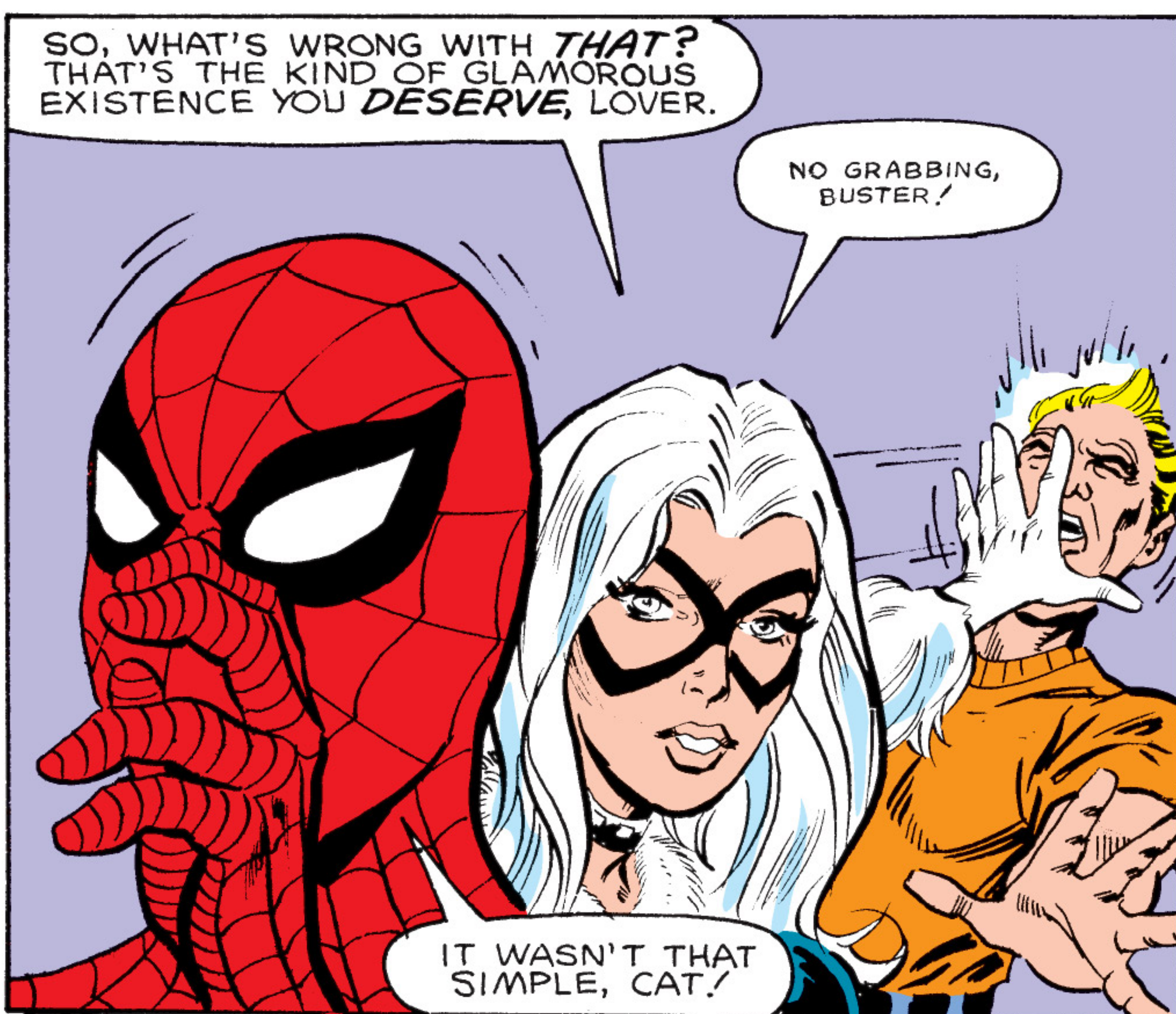
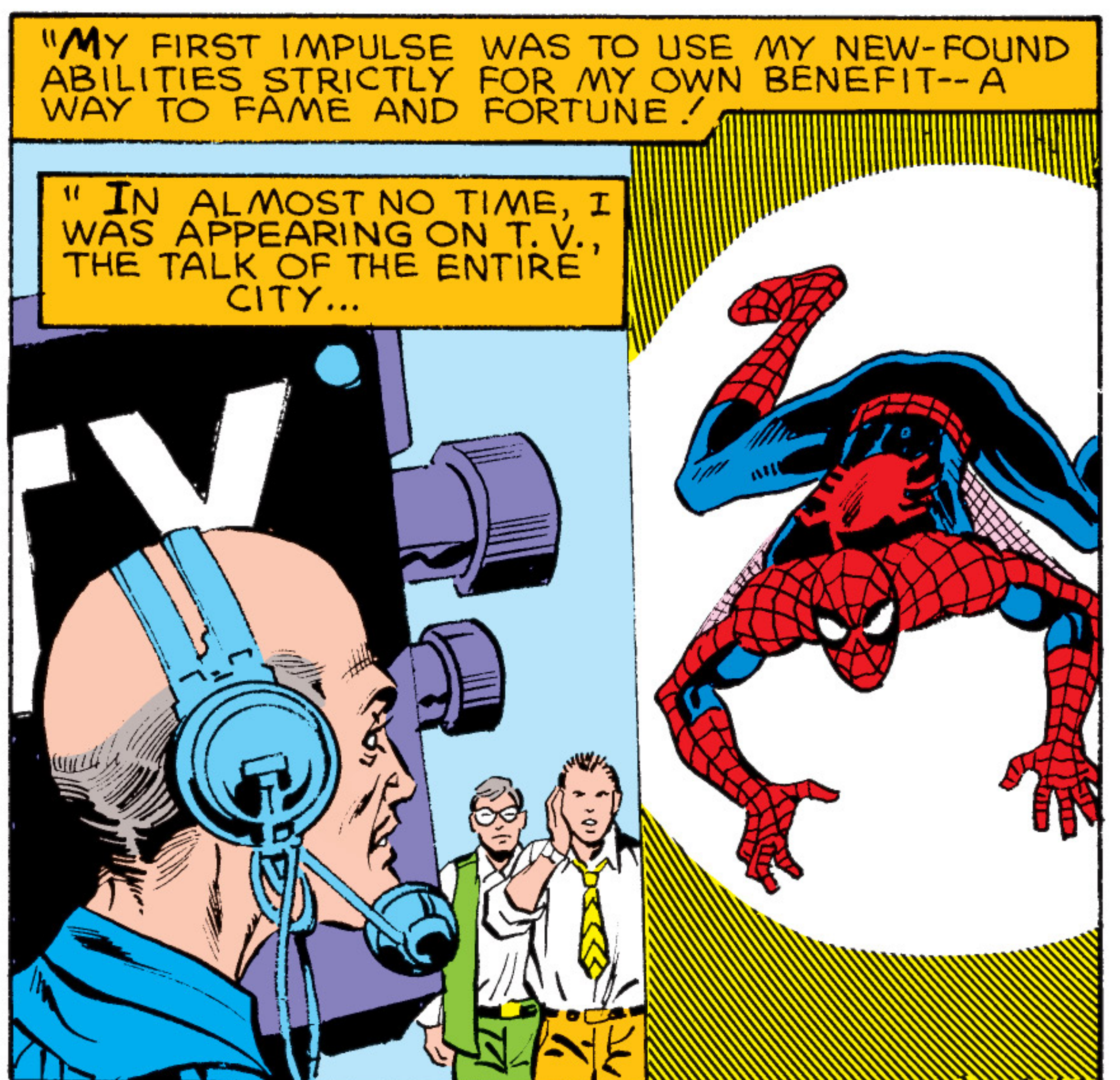
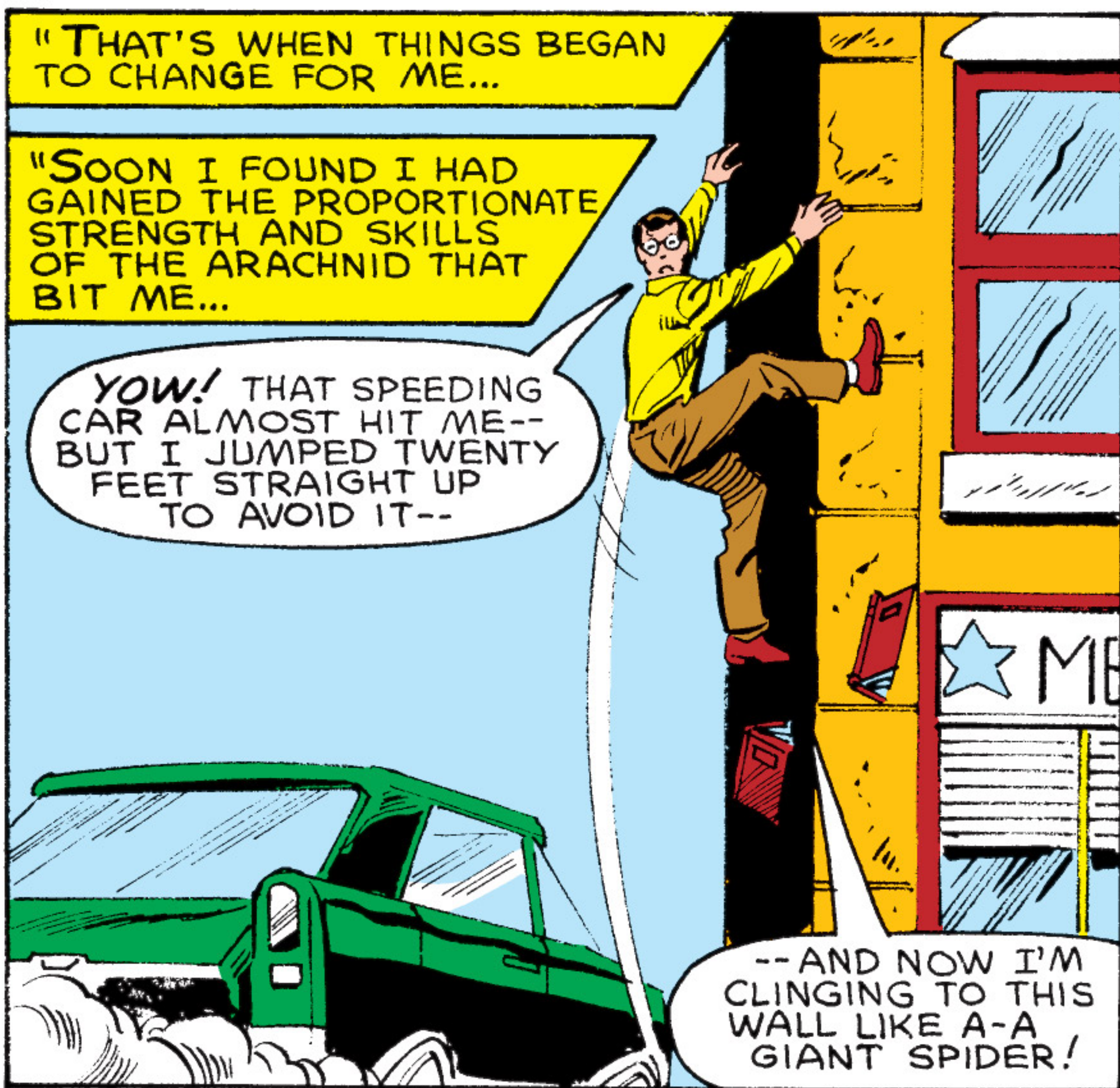
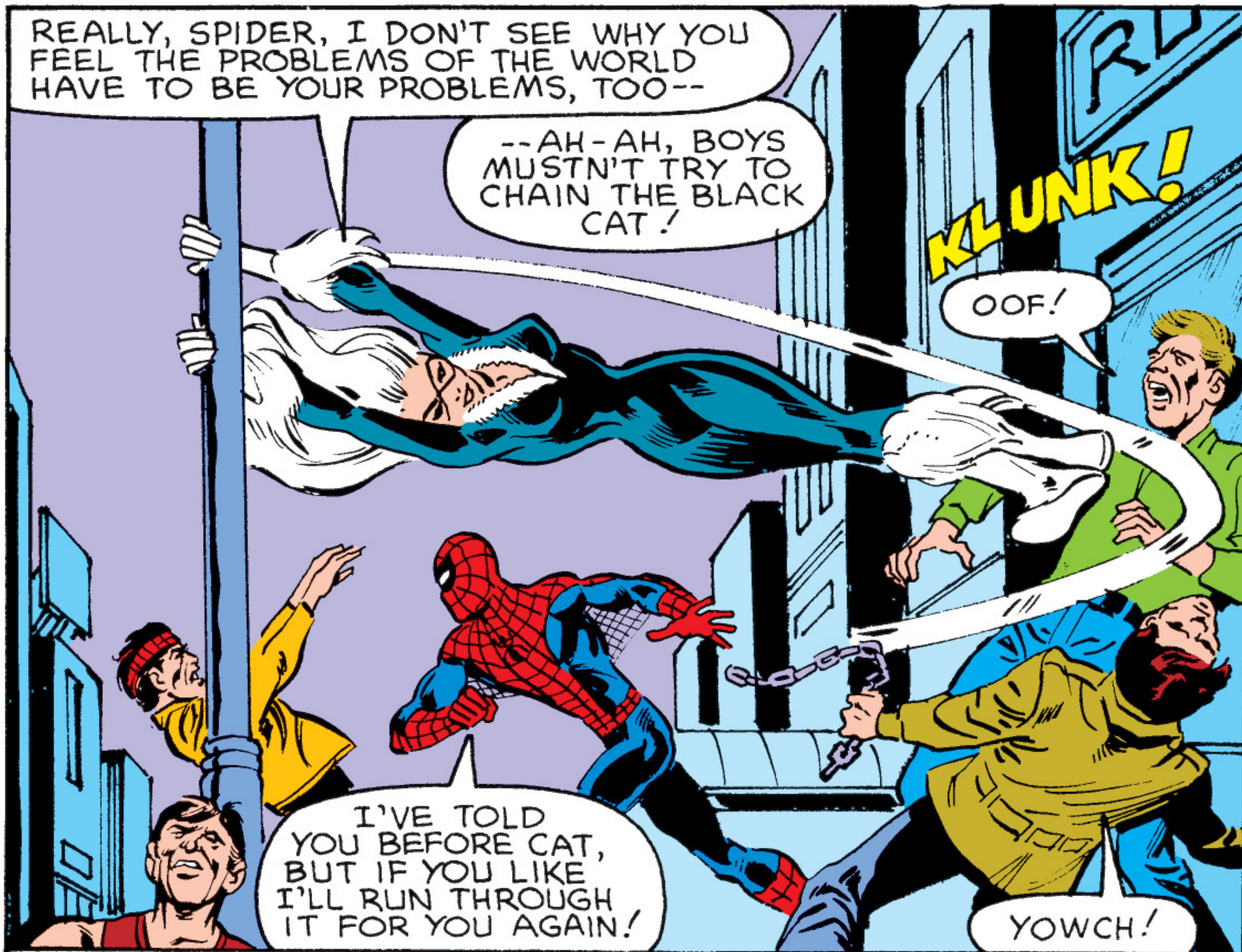
NOW IT MOVES CAUTIOUSLY, FURTIVELY THROUGH THE CITY, ALTERING ITS SHAPE AS THE SITUATION DEMANDS--

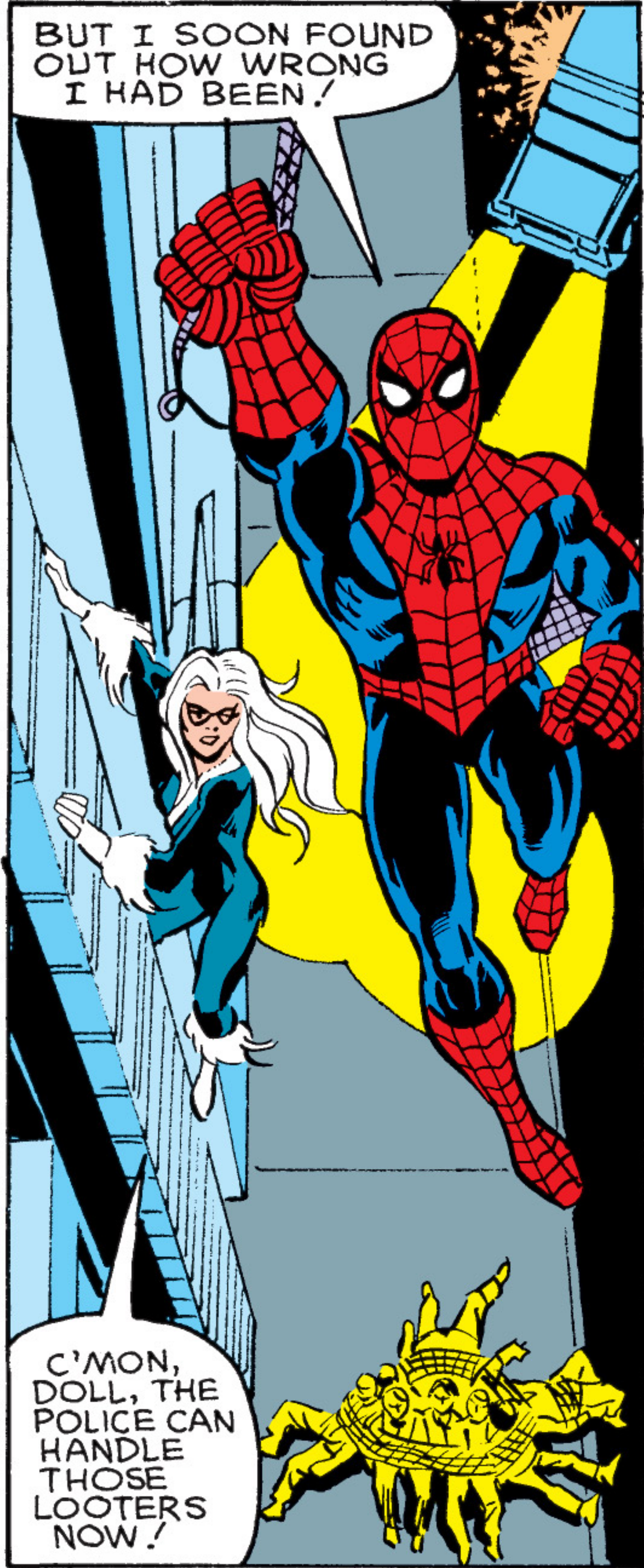


...THE BODY OF THE AMAZING SPIDER-MAN!



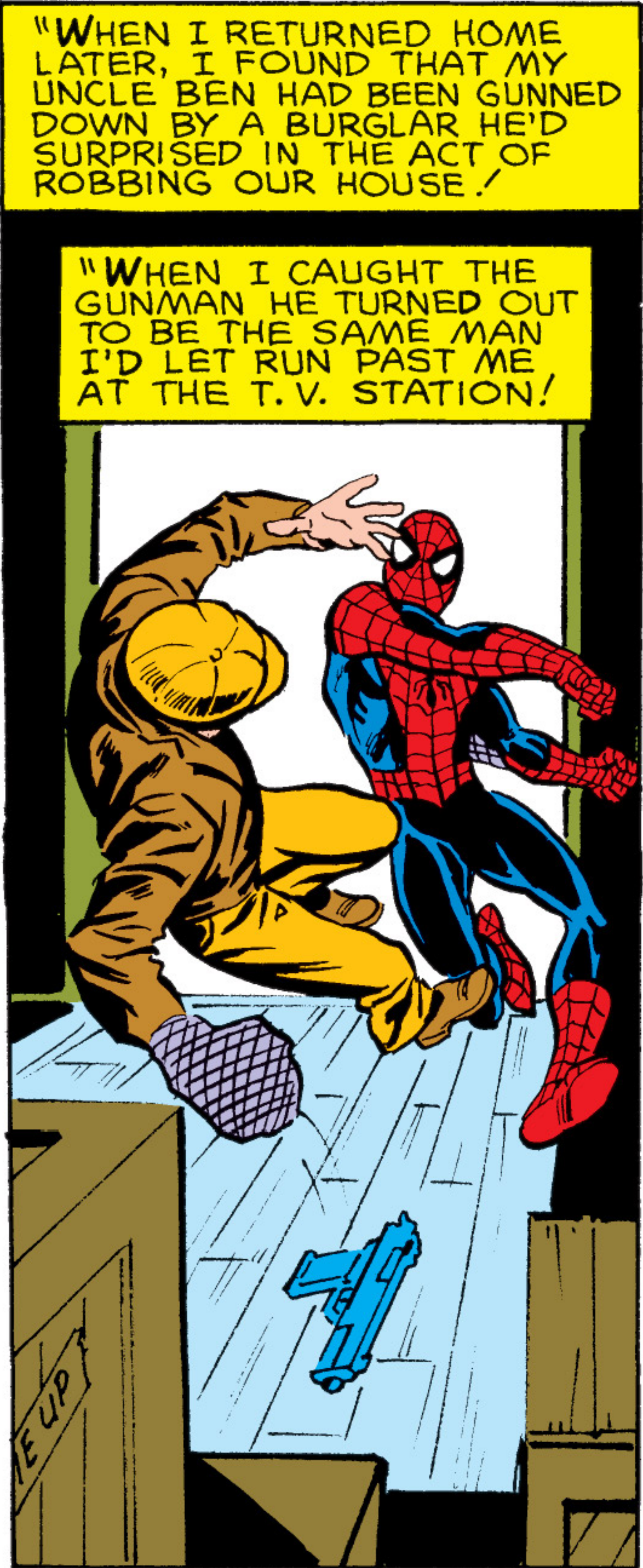






BUT I SOON FOUND OUT HOW WRONG I HAD BEEN!

C'MON, DOLL, THE POLICE CAN HANDLE THOSE LOOTERS NOW!



"WHEN I RETURNED HOME LATER, I FOUND THAT MY UNCLE BEN HAD BEEN GUNNED DOWN BY A BURGLAR HE'D SURPRISED IN THE ACT OF ROBBING OUR HOUSE!"

"WHEN I CAUGHT THE GUNMAN HE TURNED OUT TO BE THE SAME MAN I'D LET RUN PAST ME AT THE T.V. STATION!"

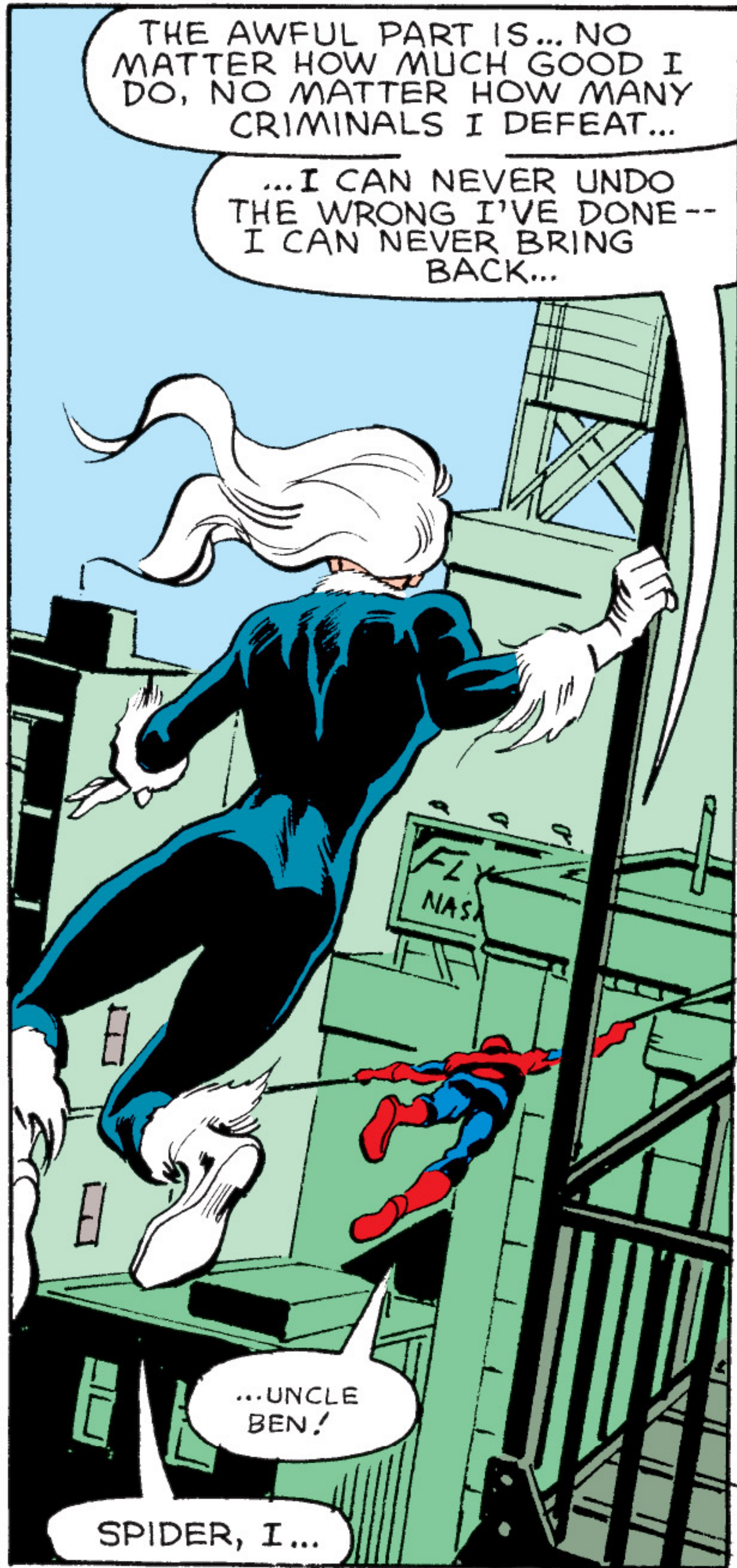


UNCLE BEN RAISED ME, WAS LIKE A FATHER TO ME...AND I HAD INADVERTENTLY CAUSED HIS DEATH!

THAT'S WHEN I REALIZED THAT WITH THE POWER I'D GAINED CAME A GREAT RESPONSIBILITY.

...A RESPONSIBILITY TO USE THAT POWER FOR GOOD...

SO THAT NO MAN COULD EVER ARM AN INNOCENT AGAIN.



THE AWFUL PART IS... NO MATTER HOW MUCH GOOD I DO, NO MATTER HOW MANY CRIMINALS I DEFEAT...

...I CAN NEVER UNDO THE WRONG I'VE DONE-- I CAN NEVER BRING BACK...

...UNCLE BEN!

SPIDER, I...



LOOK THERE, CAT!

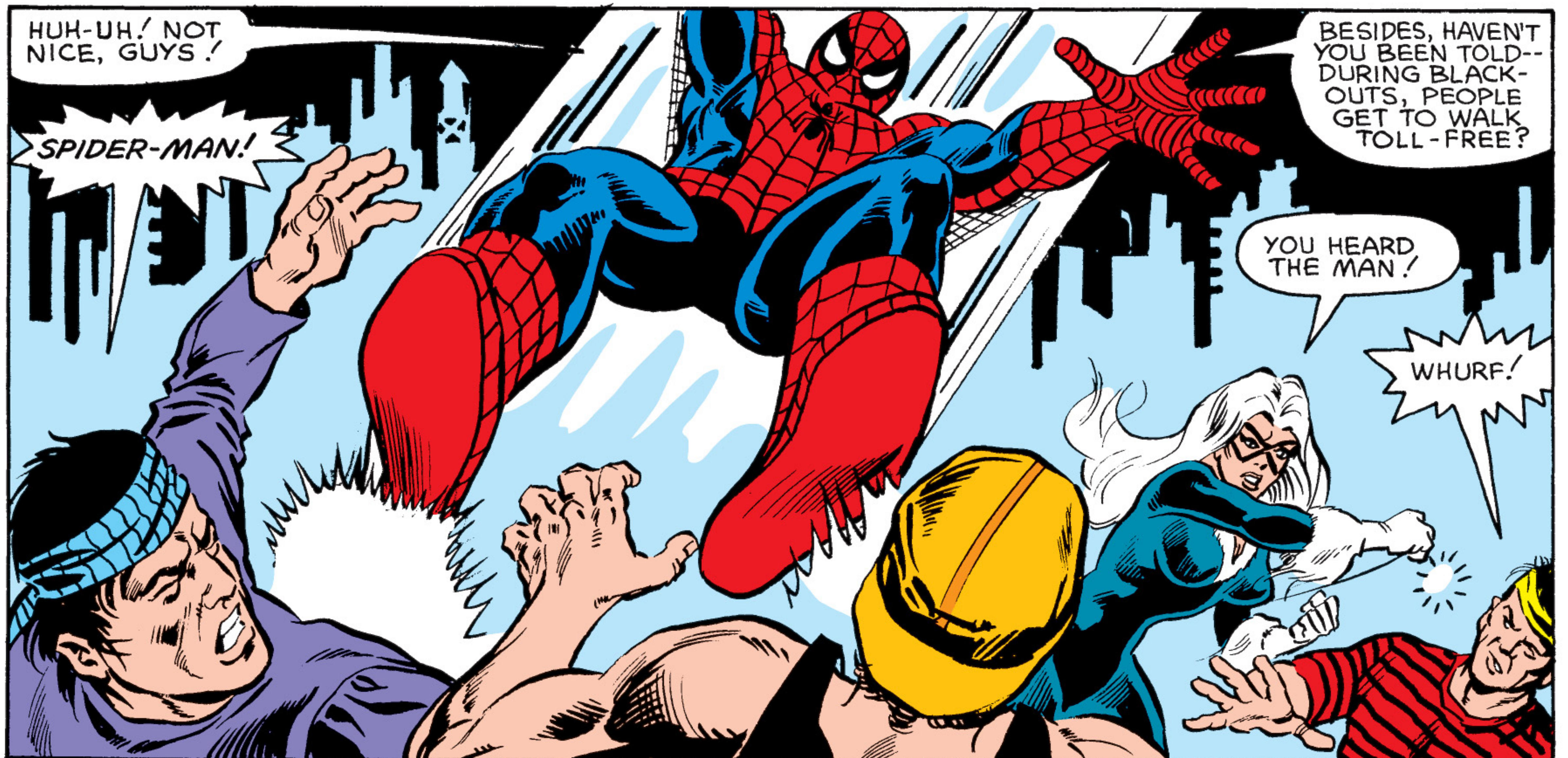


A GROUP OF MUGGERS CLOSING IN ON THAT ELDERLY COUPLE...

C'MON, YOU FOLKS GOT SOME MONEY ON YA, RIGHT?

WELL, YA GOTTA PAY A TOLL TO PASS THIS SECTION OF THE PARK ...NAMELY ALL THE CASH YOU GOT ON YOU!

OH, NO! P-PLEASE...



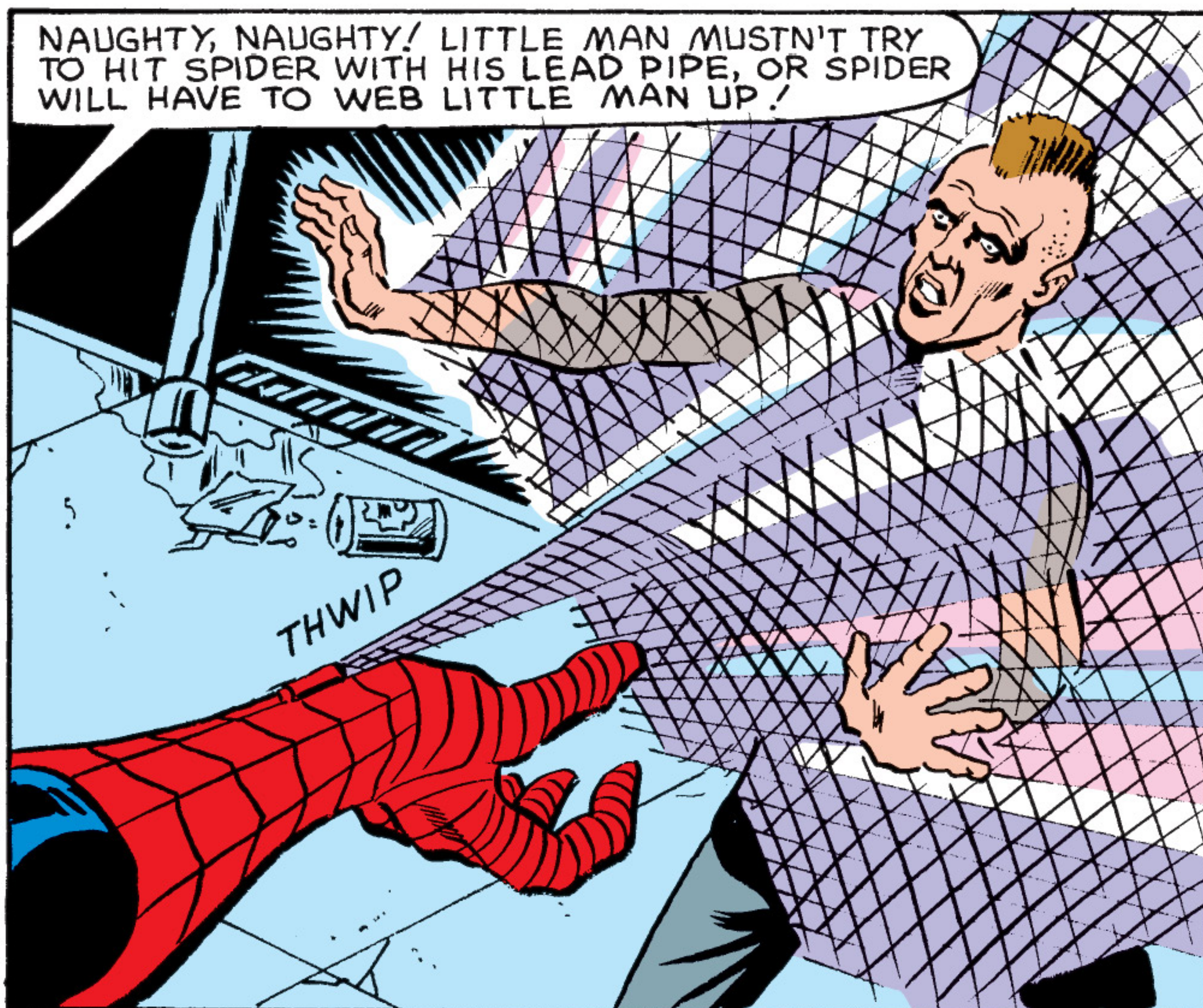
HUH-UH! NOT NICE, GUYS!

SPIDER-MAN!

BESIDES, HAVEN'T YOU BEEN TOLD-- DURING BLACK-OUTS, PEOPLE GET TO WALK TOLL-FREE?

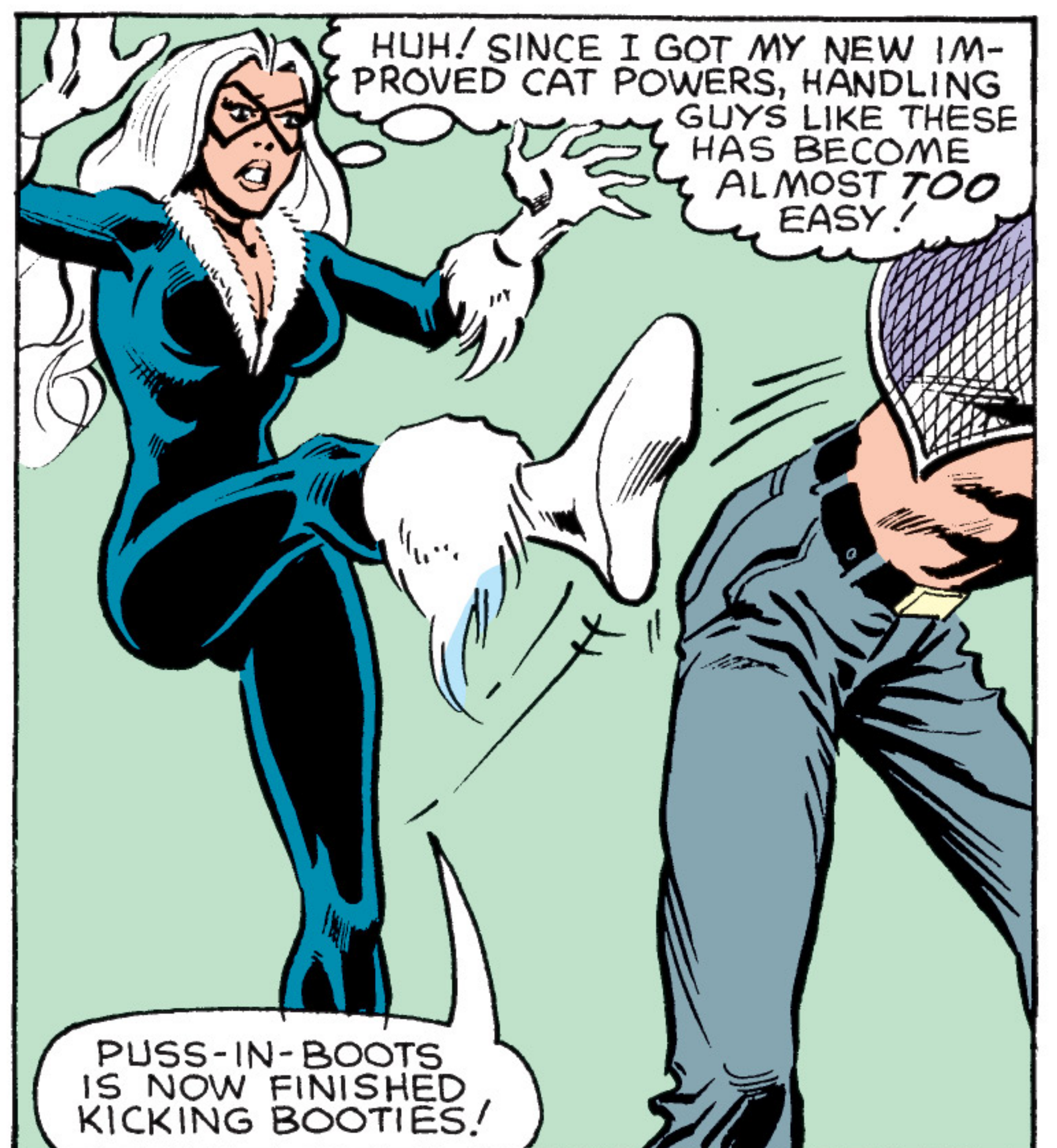
YOU HEARD THE MAN!

WHURF!



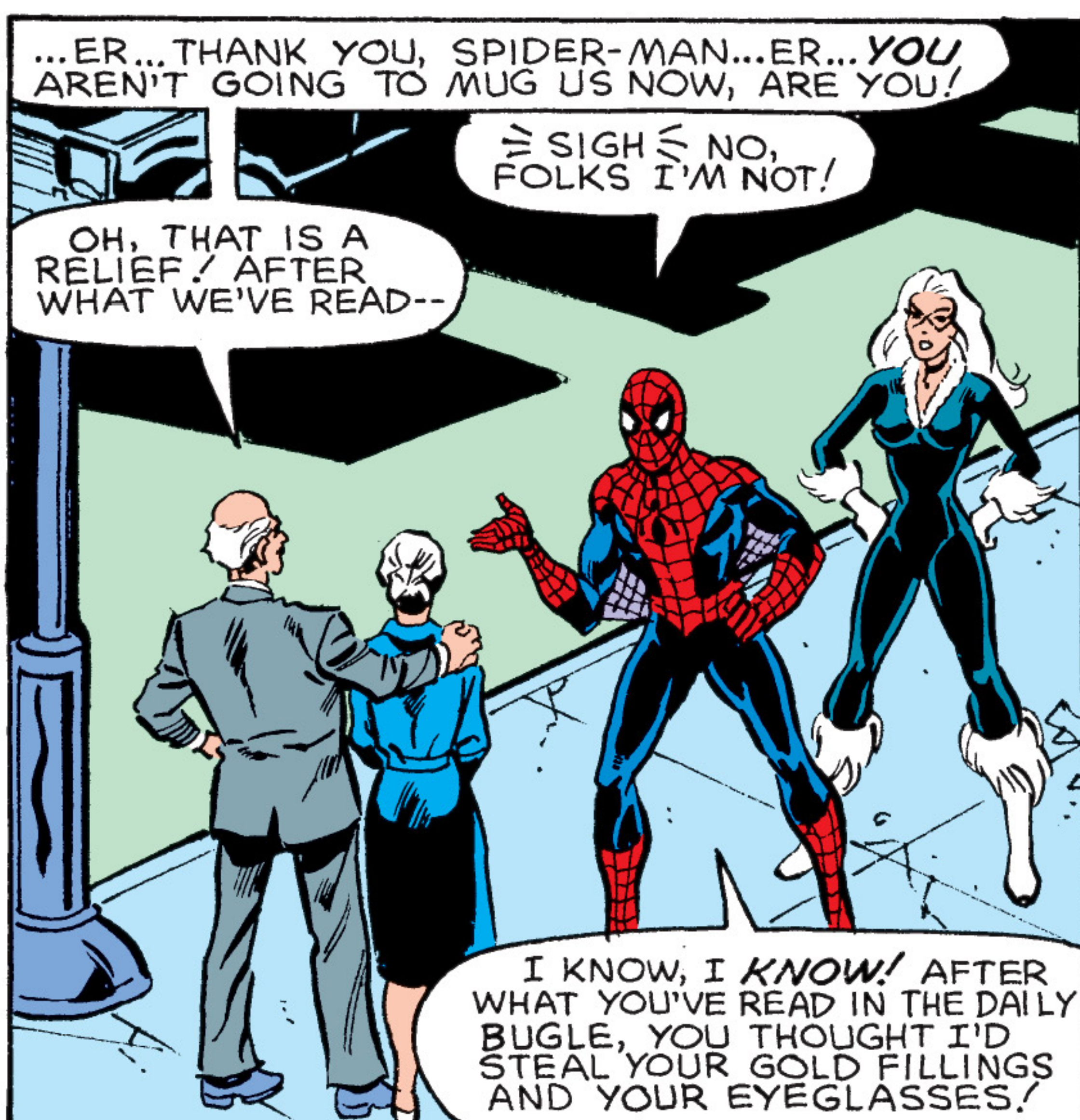
NAUGHTY, NAUGHTY! LITTLE MAN MUSTN'T TRY TO HIT SPIDER WITH HIS LEAD PIPE, OR SPIDER WILL HAVE TO WEB LITTLE MAN UP!

THWIP



HUH! SINCE I GOT MY NEW IMPROVED CAT POWERS, HANDLING GUYS LIKE THESE HAS BECOME ALMOST TOO EASY!

PUSS-IN-BOOTS IS NOW FINISHED KICKING BOOTIES!

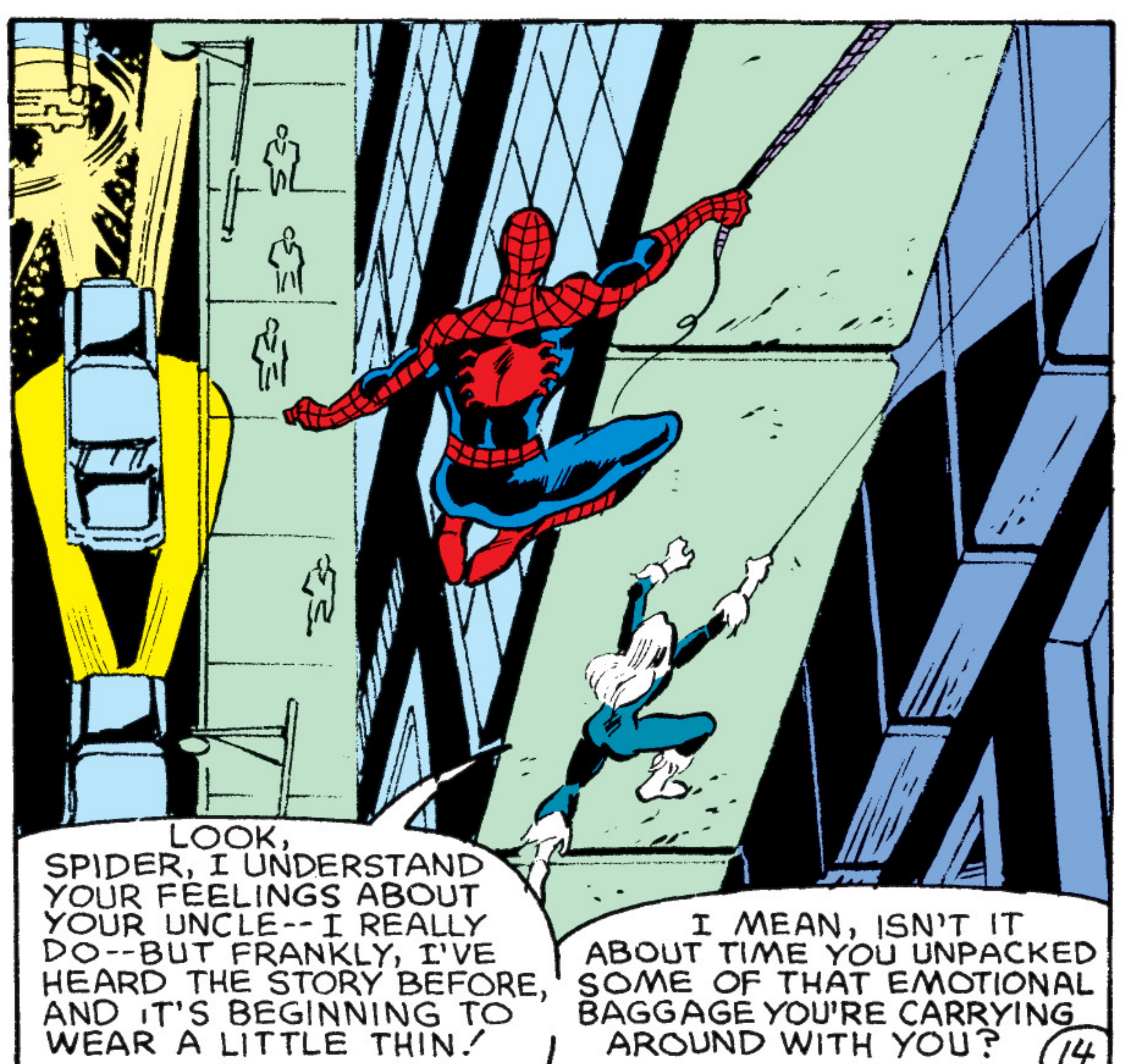


...ER... THANK YOU, SPIDER-MAN... ER... YOU AREN'T GOING TO MUG US NOW, ARE YOU?

SIGH NO, FOLKS I'M NOT!

OH, THAT IS A RELIEF! AFTER WHAT WE'VE READ--

I KNOW, I *KNOW*! AFTER WHAT YOU'VE READ IN THE DAILY BUGLE, YOU THOUGHT I'D STEAL YOUR GOLD FILLINGS AND YOUR EYEGLASSES!



LOOK, SPIDER, I UNDERSTAND YOUR FEELINGS ABOUT YOUR UNCLE-- I REALLY DO-- BUT FRANKLY, I'VE HEARD THE STORY BEFORE, AND IT'S BEGINNING TO WEAR A LITTLE THIN!

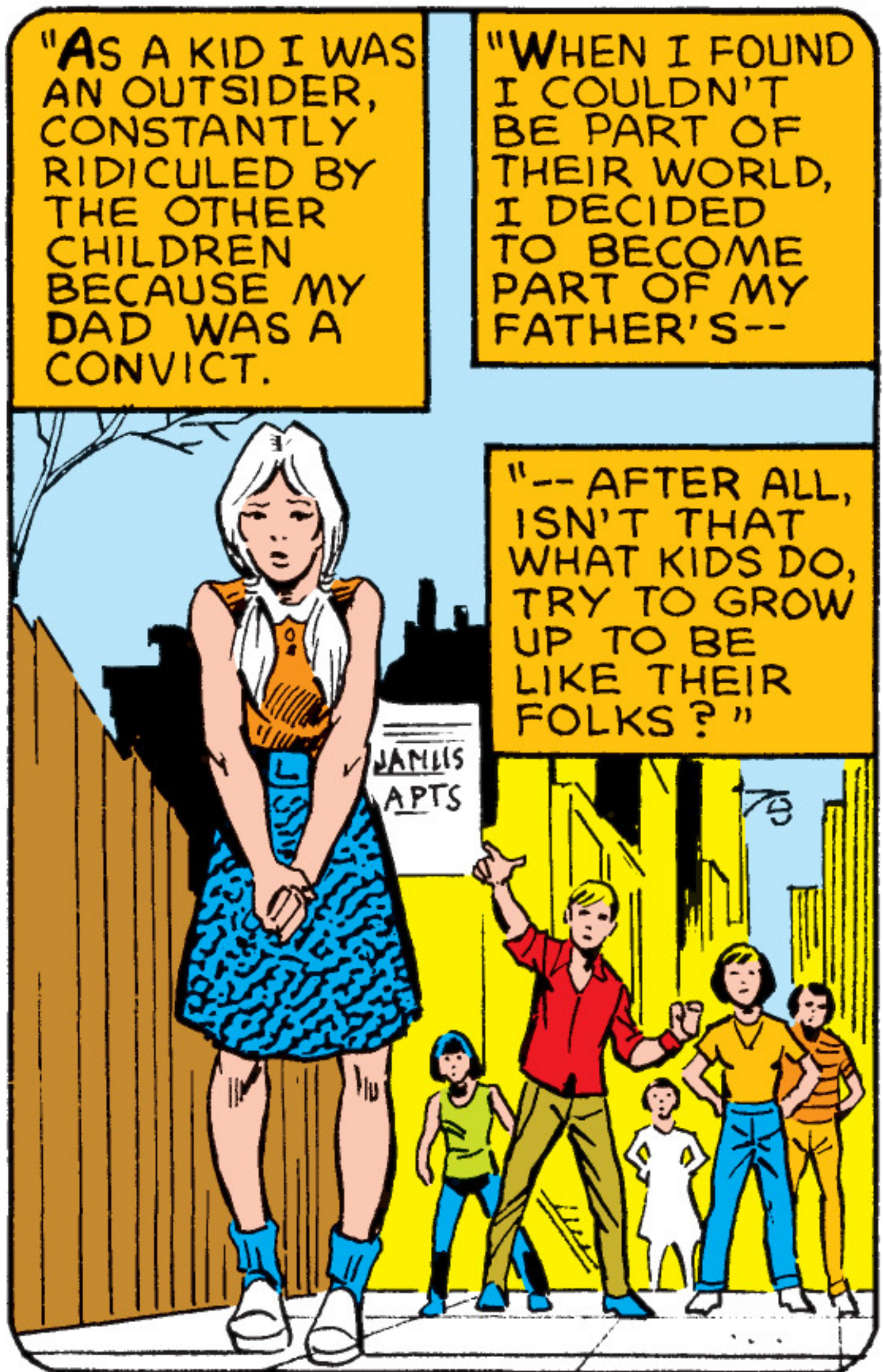
I MEAN, ISN'T IT ABOUT TIME YOU UNPACKED SOME OF THAT EMOTIONAL BAGGAGE YOU'RE CARRYING AROUND WITH YOU?



I MEAN, TAKE ME FOR EXAMPLE! MY FATHER WAS A CROOK! A TOP-NOTCH CAT BURGLAR!

MOM TRIED TO KEEP HIS CAREER A SECRET--BUT EVENTUALLY IT GOT OUT!

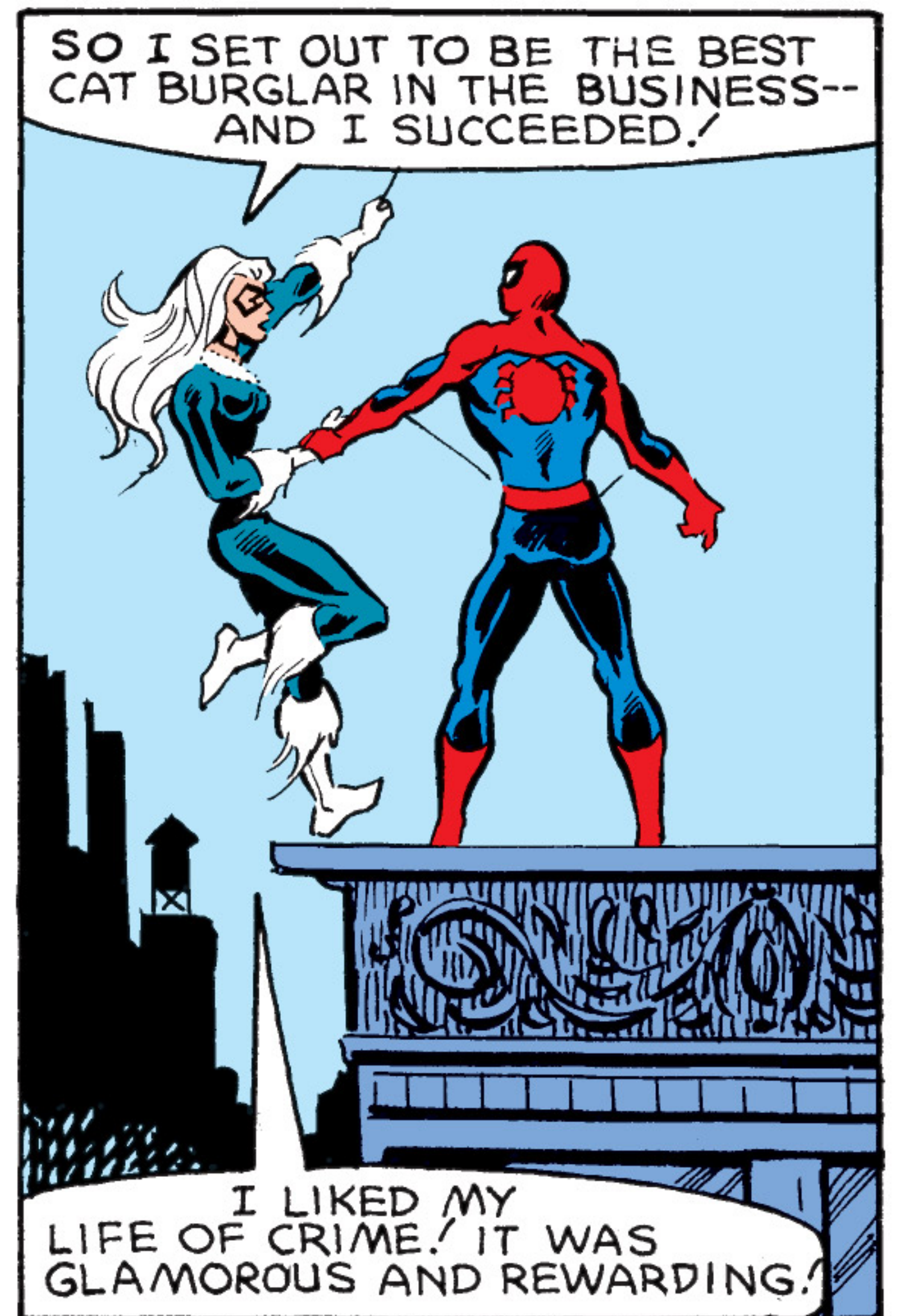
I SPENT HALF OF MY LIFE HATING HIM AND THE OTHER HALF TRYING TO EMULATE HIM!



"AS A KID I WAS AN OUTSIDER, CONSTANTLY RIDICULED BY THE OTHER CHILDREN BECAUSE MY DAD WAS A CONVICT.

"WHEN I FOUND I COULDN'T BE PART OF THEIR WORLD, I DECIDED TO BECOME PART OF MY FATHER'S--

"-- AFTER ALL, ISN'T THAT WHAT KIDS DO, TRY TO GROW UP TO BE LIKE THEIR FOLKS?"



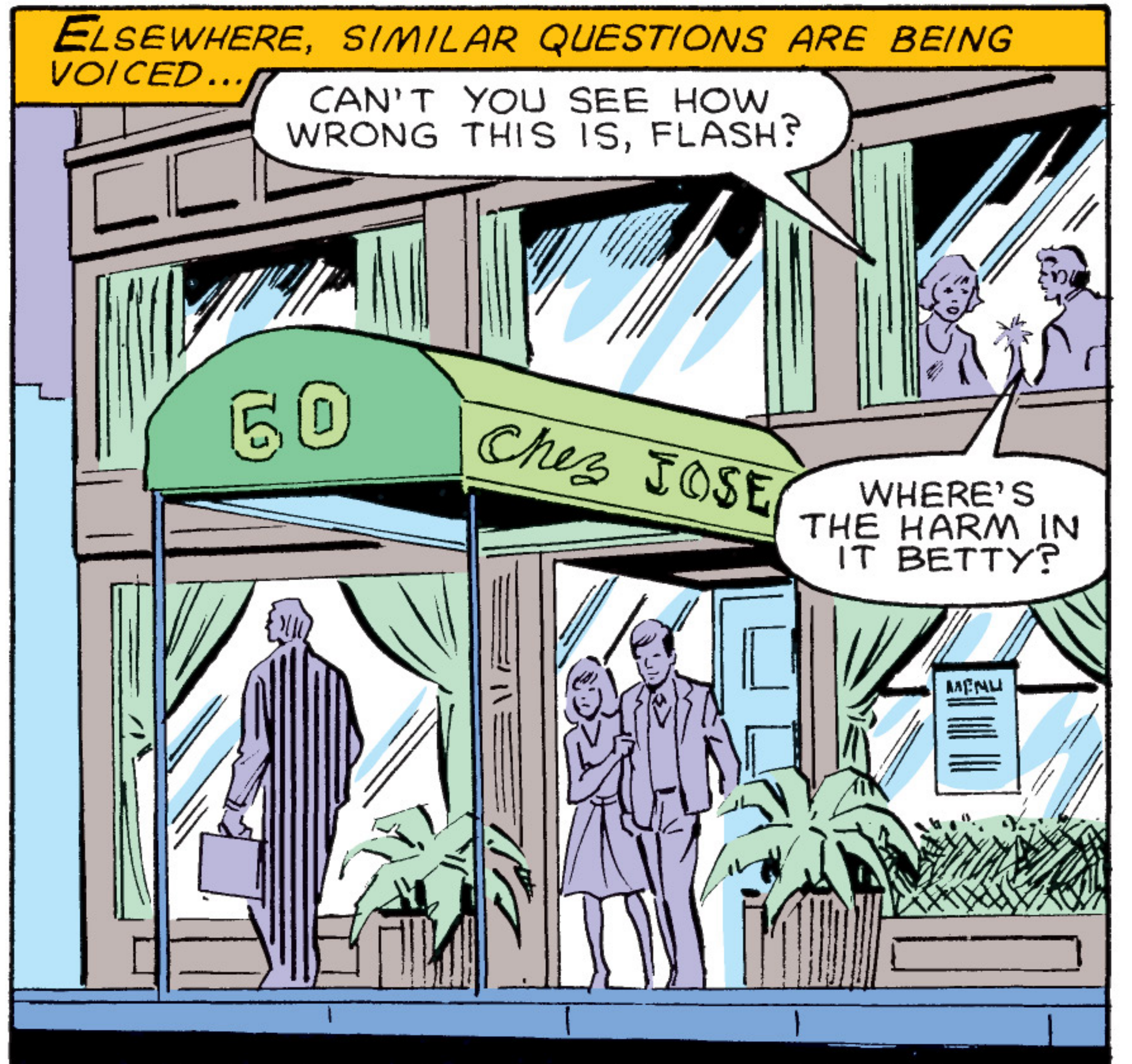
SO I SET OUT TO BE THE BEST CAT BURGLAR IN THE BUSINESS-- AND I SUCCEEDED!

I LIKED MY LIFE OF CRIME! IT WAS GLAMOROUS AND REWARDING!



I FEEL NO GUILT OR SHAME FOR WHAT I DID--IN FACT, IF I HADN'T FALLEN FOR YOU, I'D STILL BE DOING IT!

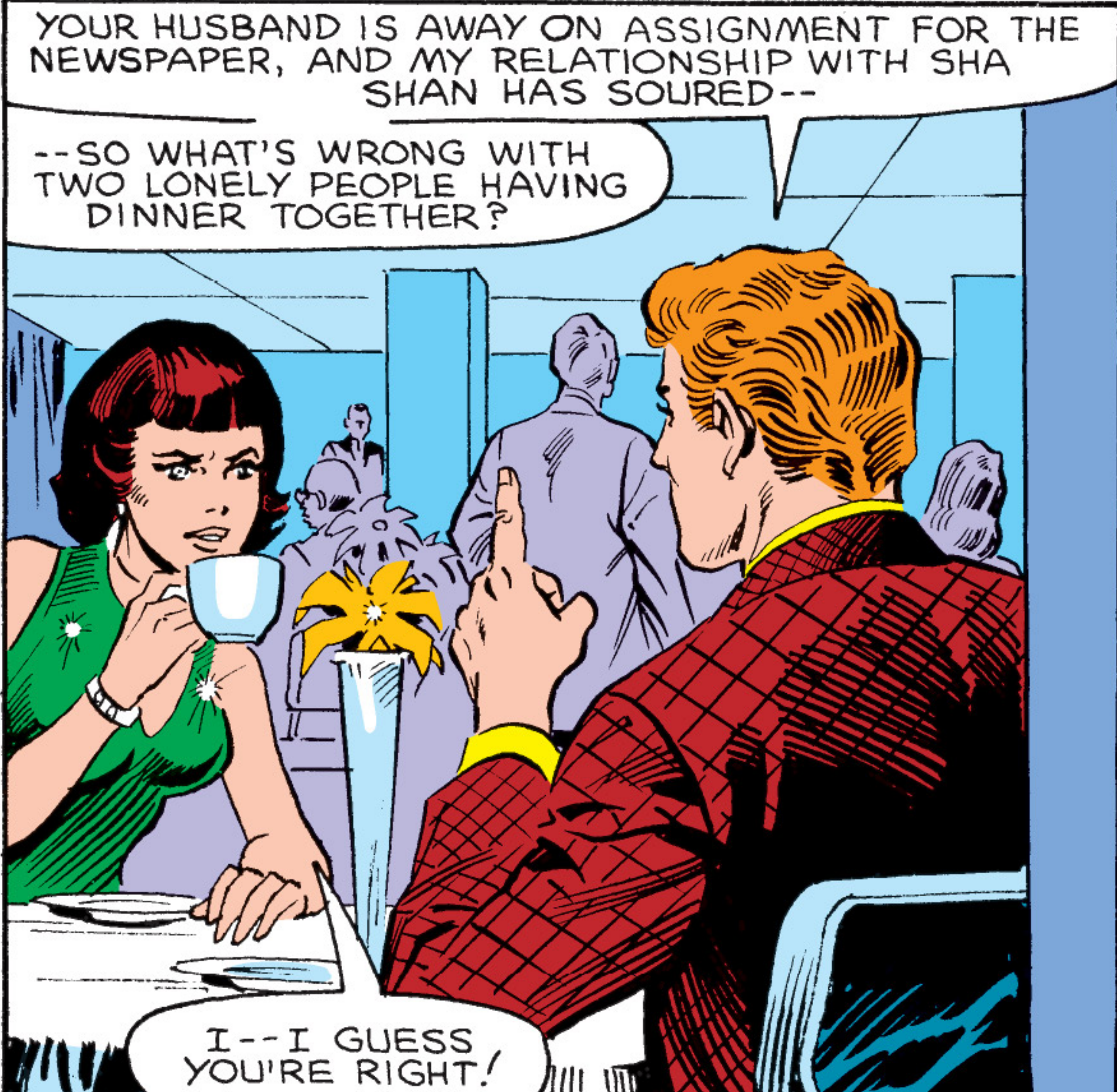
BUT CAN'T YOU SEE HOW WRONG THAT IS?



ELSEWHERE, SIMILAR QUESTIONS ARE BEING VOICED...

CAN'T YOU SEE HOW WRONG THIS IS, FLASH?

WHERE'S THE HARM IN IT BETTY?



YOUR HUSBAND IS AWAY ON ASSIGNMENT FOR THE NEWSPAPER, AND MY RELATIONSHIP WITH SHA SHAN HAS SOURED--

--SO WHAT'S WRONG WITH TWO LONELY PEOPLE HAVING DINNER TOGETHER?

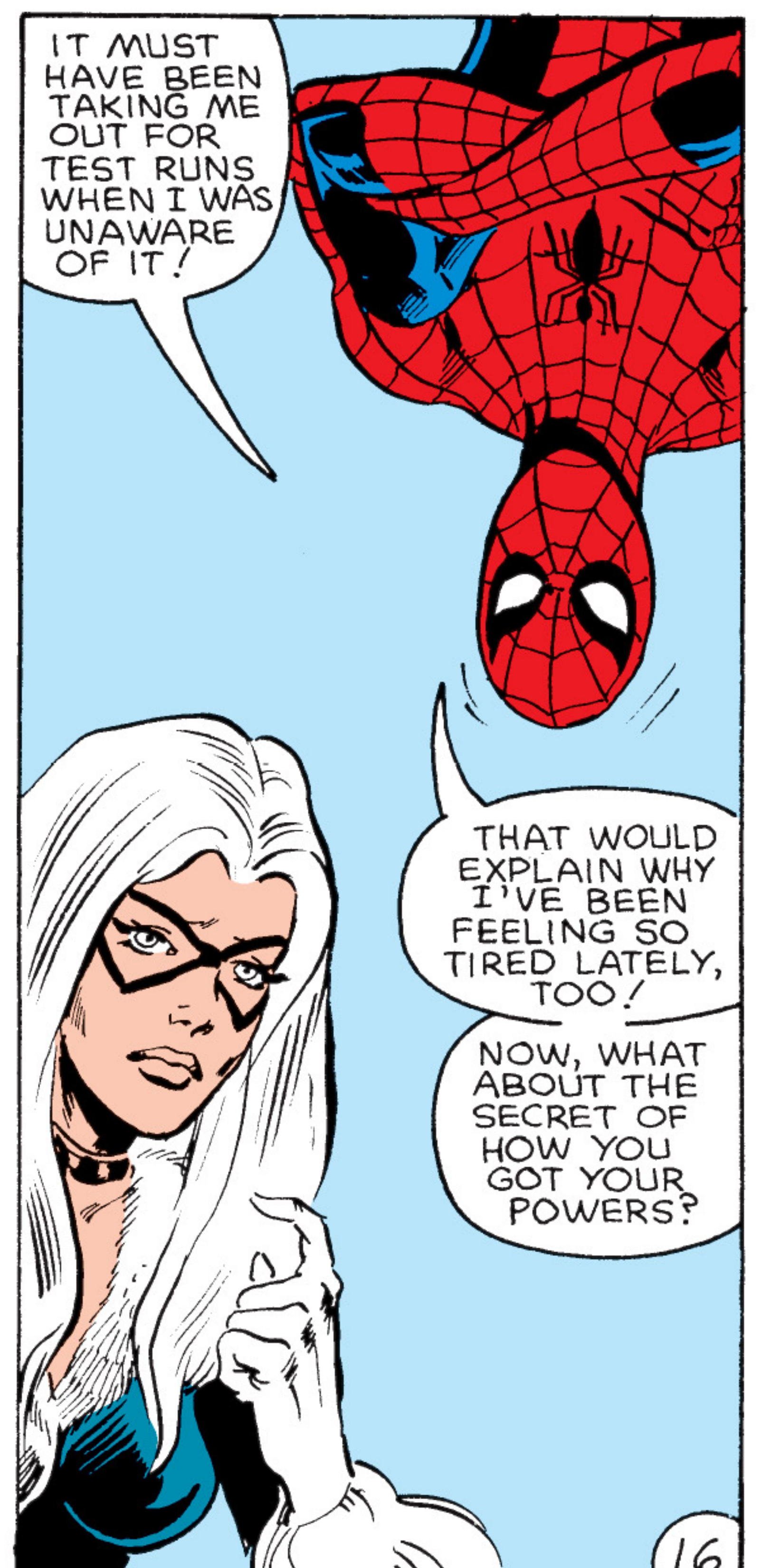
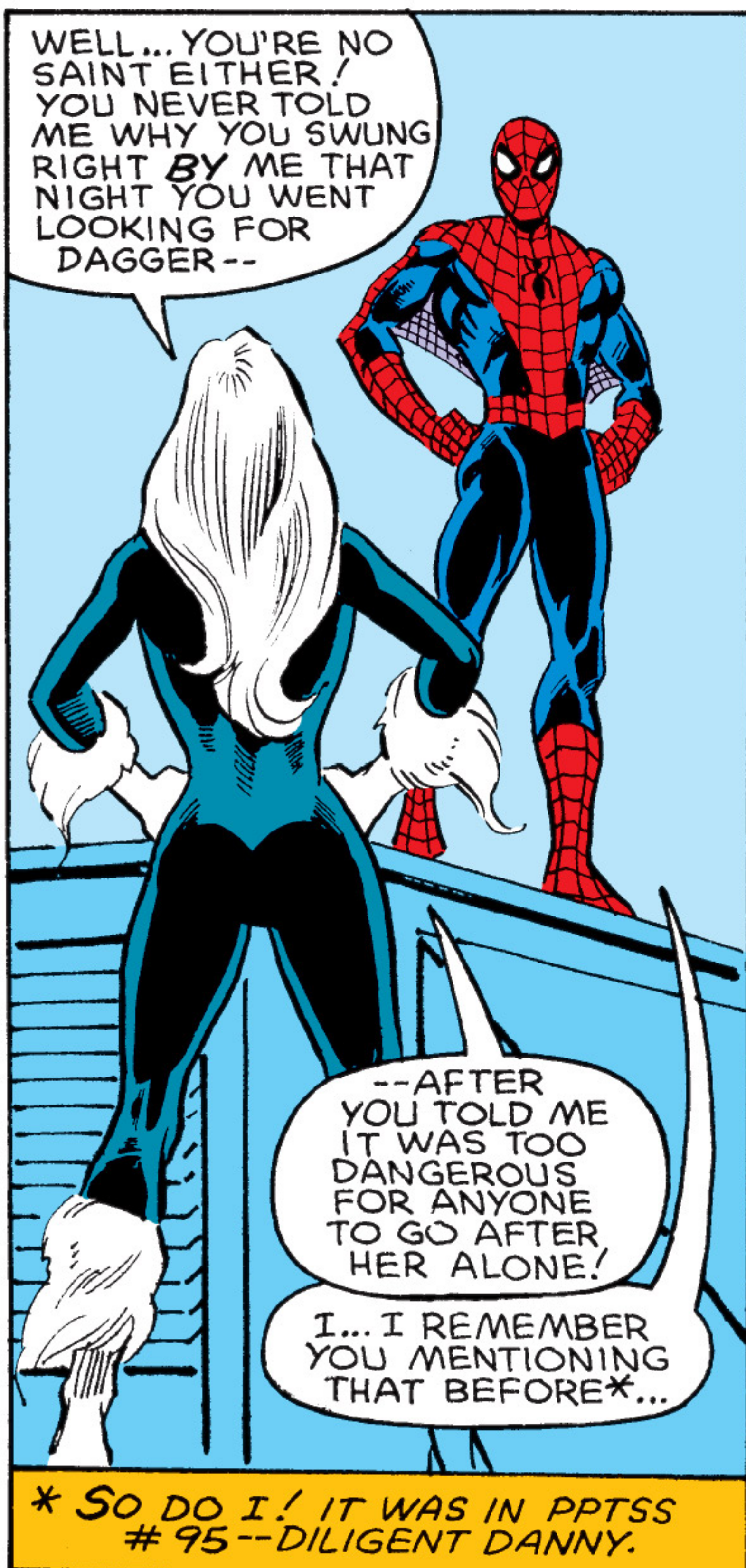
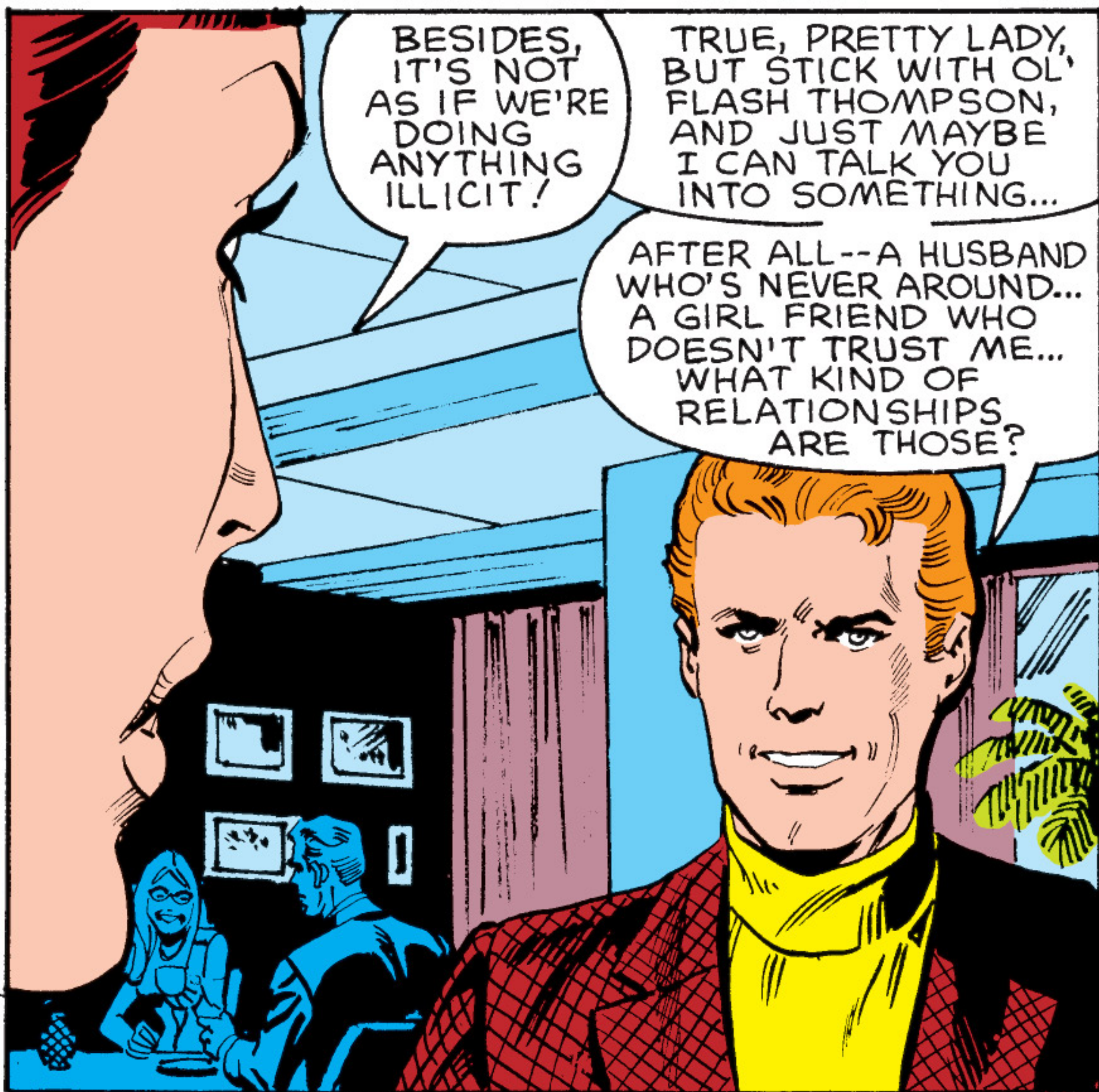
I--I GUESS YOU'RE RIGHT!



SINCE I MARRIED NED, IT SEEMS LIKE I'VE ALWAYS TAKEN A BACK SEAT TO WHATEVER STORY HE'S WORKING ON.

BESIDES, I REALLY HAVEN'T HAD A CHANCE TO THANK YOU PROPERLY FOR SEEING ME SAFELY HOME THROUGH THAT FREAK BLIZZARD WE HAD.*

*SEE SPECTACULAR SPIDER-MAN # 96, AS WELL AS THOR # 350 AND AVENGERS # 249, RESEARCH LOVERS--DANNY.



WHILE THE BLACK CAT HEMS AND HAWS, LET US RETURN OUR ATTENTION TO DR. JOHNATHON OHNN, WHO IS JUST BEGINNING TO REGAIN CONSCIOUSNESS...



UNNNHHH! WH-WHERE AM I?

THE LAST I RECALL I WAS IN THE LAB... YES, THAT'S IT!

I STEPPED INTO THAT BLACK SPOT! I-IT MUST HAVE BEEN THE ENTRANCE TO ANOTHER DIMENSION-- A DARK DIMENSION!



THEN HAVE I ACTUALLY SUCCEEDED IN DUPLICATING THE POWERS OF CLOAK?



NO! THIS ISN'T AN ALL BLACK DIMENSION! IT'S... POLKA DOTTED?!

SOMEHOW WHEN THE RADIATION PRODUCED BY THE DUPLICATOR BEGAN TO SHIMMER, THE POWER SHORTAGE ALTERED THE WAVE-LENGTH BEING BROADCAST!



I WAS TRANSPORTED TO A PLACE OF HALF DARKNESS AND HALF LIGHT!

I WONDER WHAT PROPERTIES THESE STRANGE DOTS POSSESS?



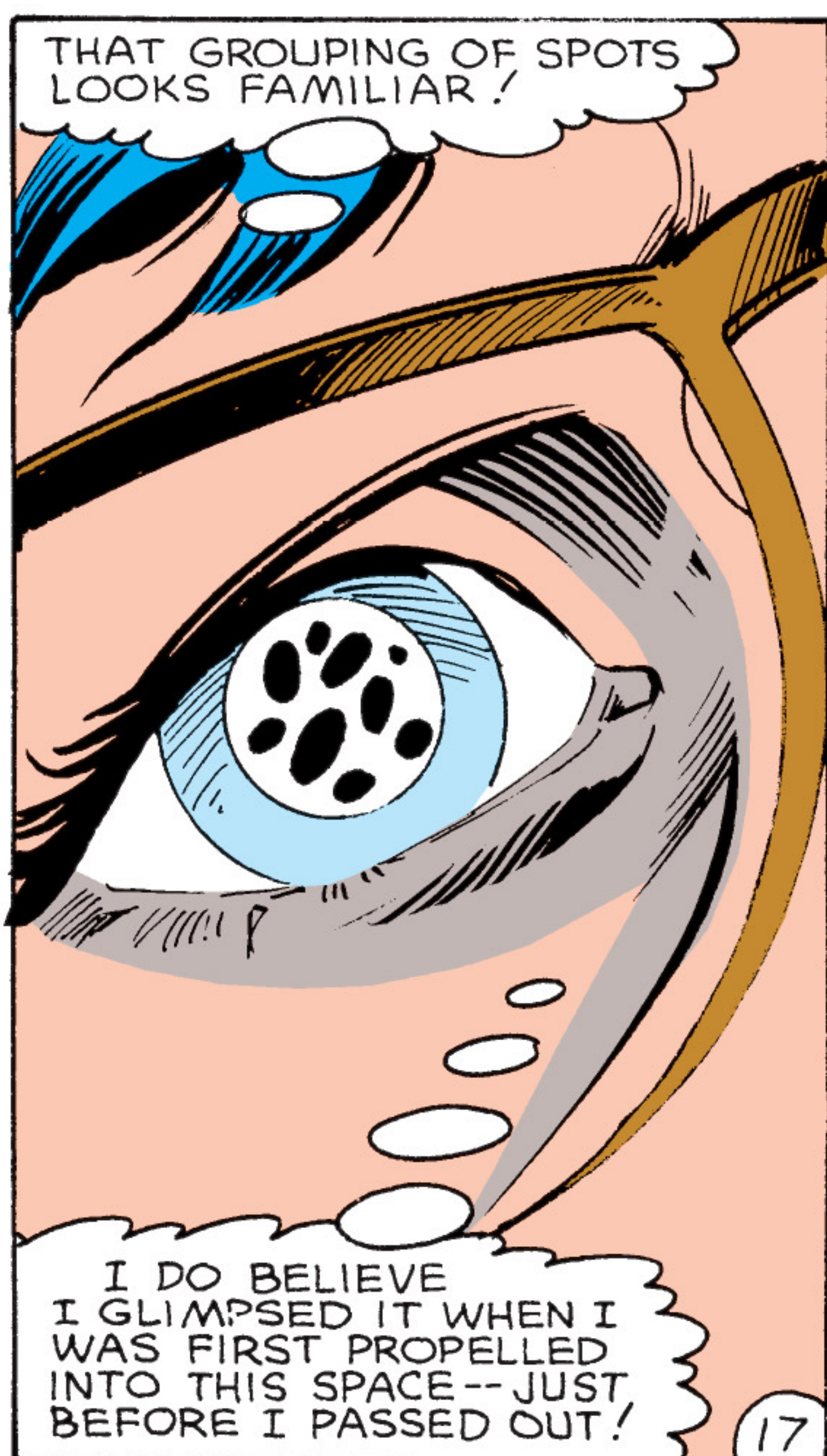
MORE TO THE POINT, I WONDER IF I CAN EVER GET **HOME** FROM HERE?

AS EAGER AS I WAS TO STUDY THIS PHENOMENON, I FORGOT HOW LITTLE RESEARCH I'D BE ABLE TO DO WITHOUT ACCESS TO MY EQUIPMENT.

BUT WAIT-- OVER THERE...



THAT GROUPING OF SPOTS LOOKS FAMILIAR!



I DO BELIEVE I GLIMPSED IT WHEN I WAS FIRST PROPELLED INTO THIS SPACE-- JUST BEFORE I PASSED OUT!



IT'S ALMOST LIKE BEING WEIGHTLESS IN SPACE, BUT IF I MAKE SWIMMING MOTIONS... I SEEM ABLE TO GAIN SOME CONTROL OF THE DIRECTION I DRIFT IN.

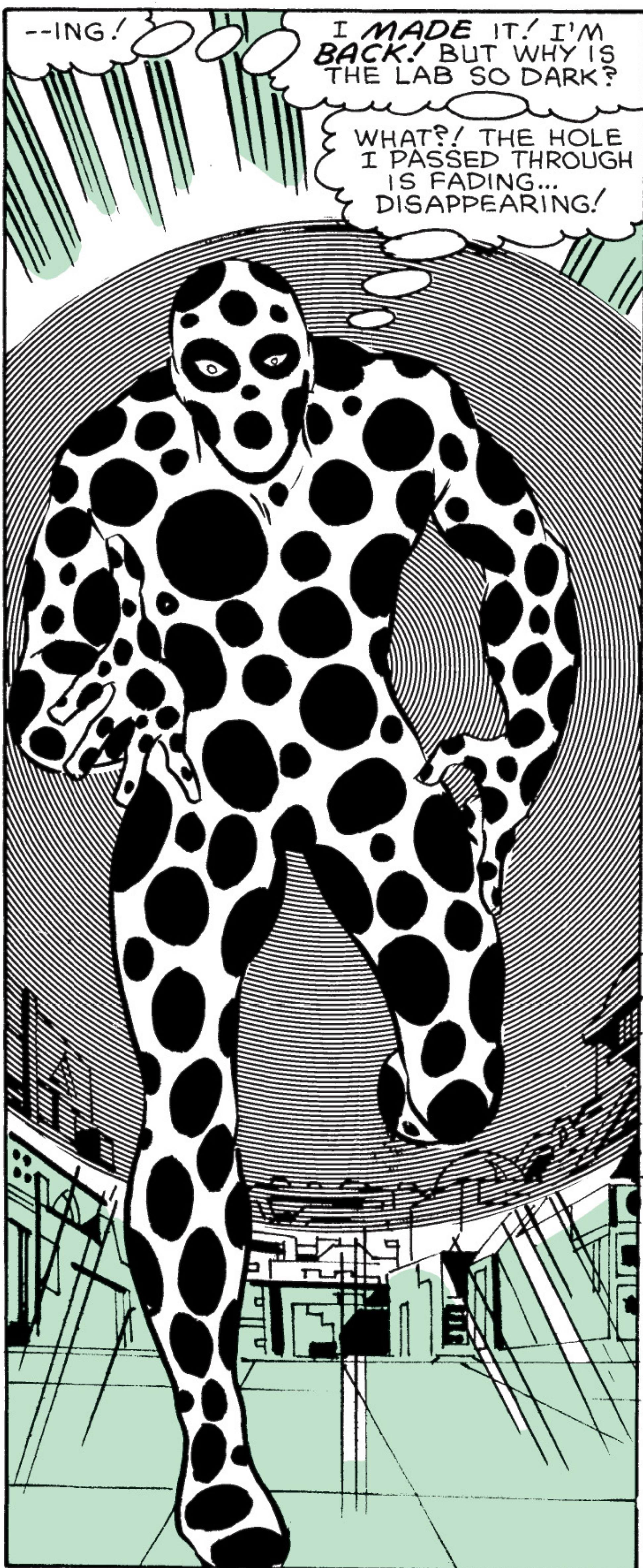
--BUT THEN AGAIN, WHAT OTHER CHOICE DO I HAVE?

PERHAPS BY LAUNCHING MYSELF BACK THROUGH THAT CLUSTER, I CAN RETURN TO MY OWN PLANE! IT'S A LONGSHOT--

THAT BIG SPOT... IT LOOKS LIKE IT'S THE RIGHT SIZE TO BE THE ONE I PASSED THROUGH IN THE FIRST PLACE!



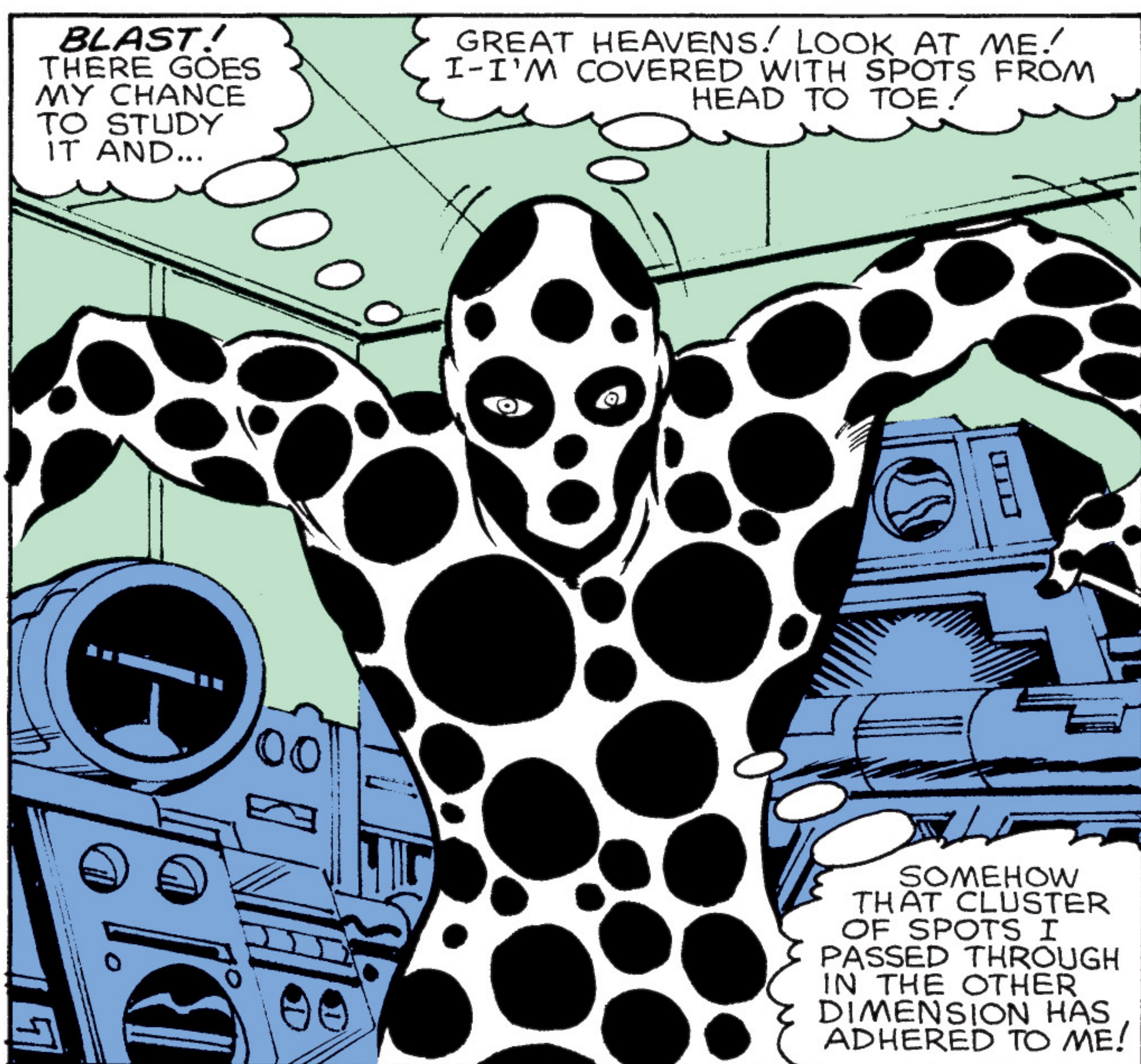
WELL, HERE GOES NOTH--



--ING!

I **MADE** IT! I'M **BACK!** BUT WHY IS THE LAB SO DARK?

WHAT?! THE HOLE I PASSED THROUGH IS FADING... DISAPPEARING!



BLAST! THERE GOES MY CHANCE TO STUDY IT AND...

GREAT HEAVENS! LOOK AT ME! I-I'M COVERED WITH SPOTS FROM HEAD TO TOE!

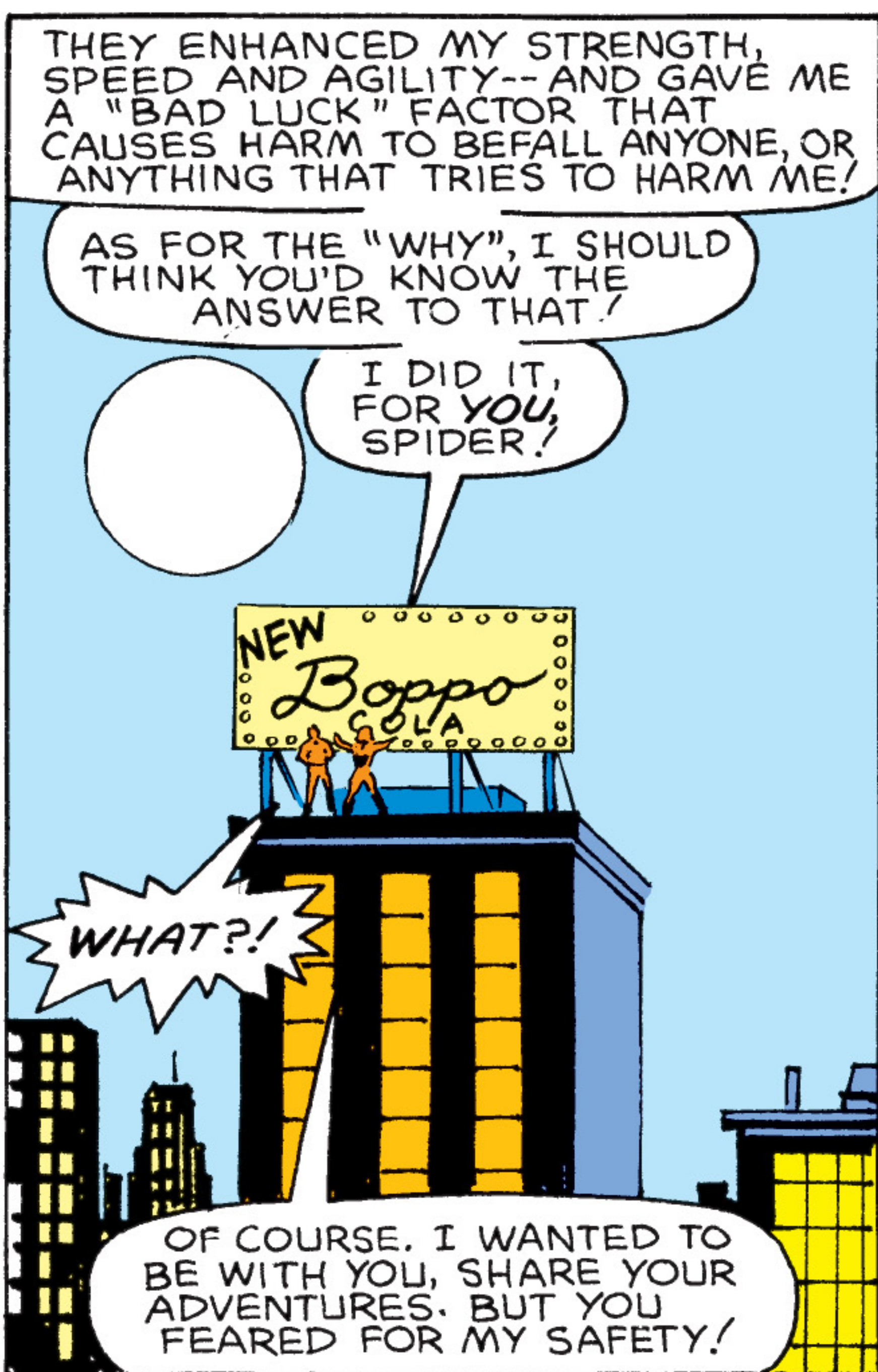
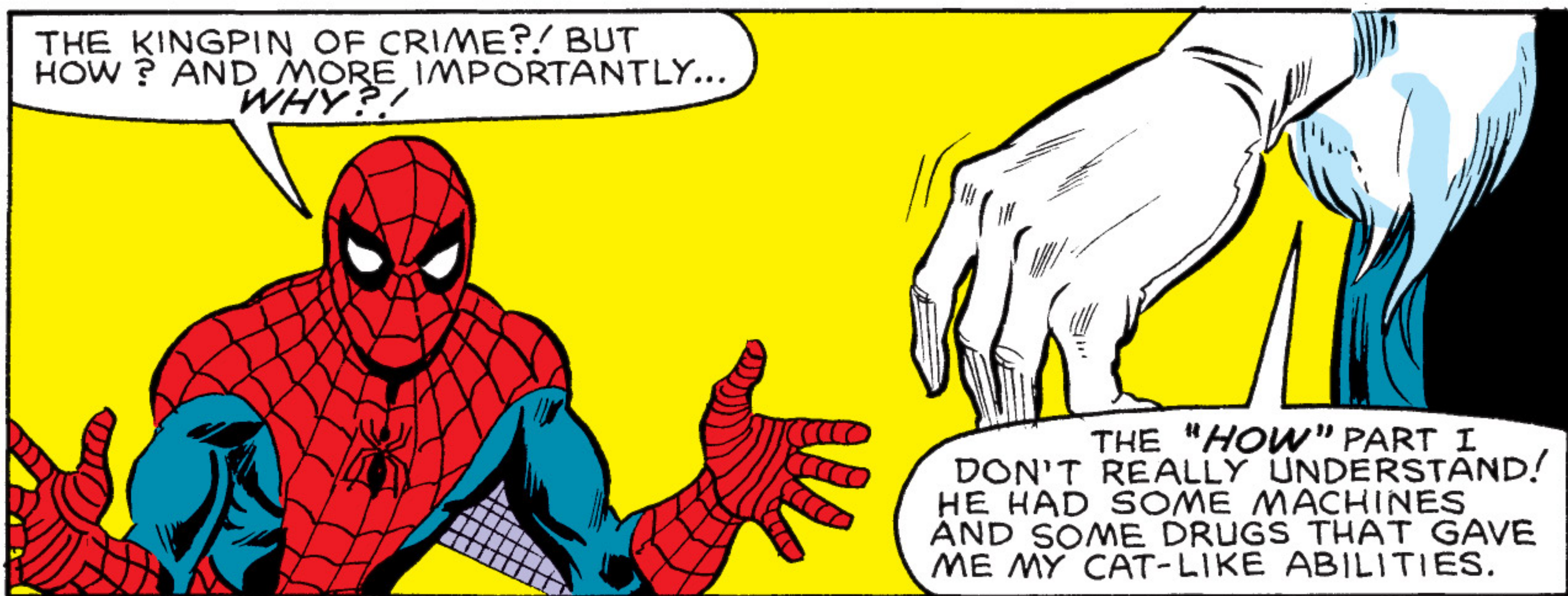
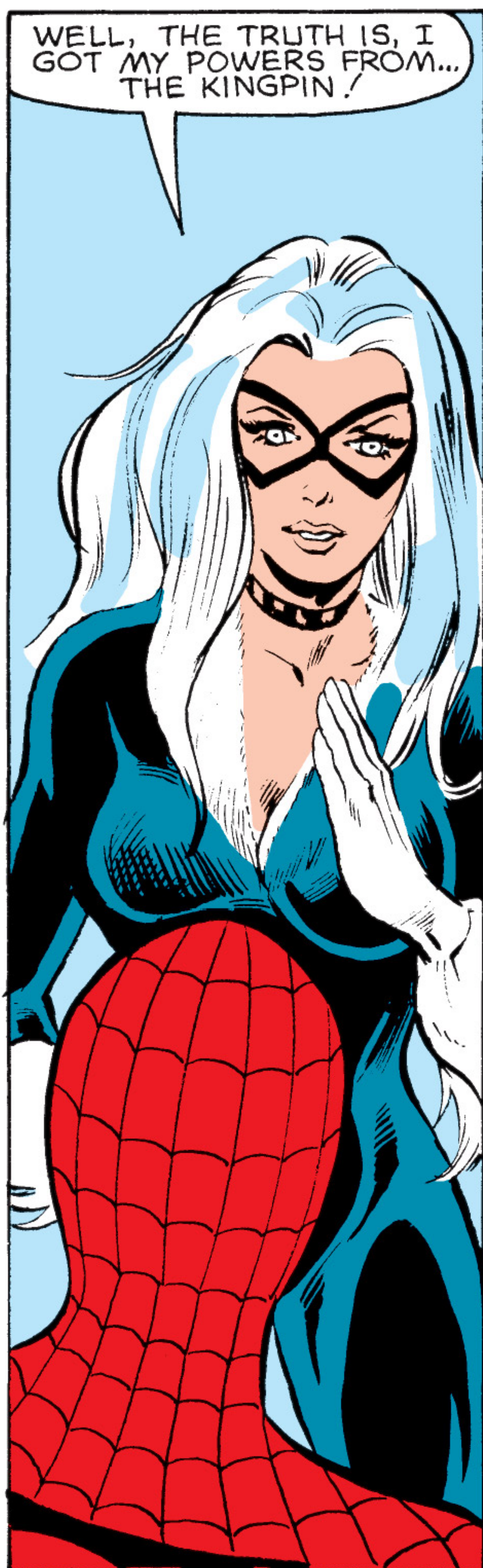
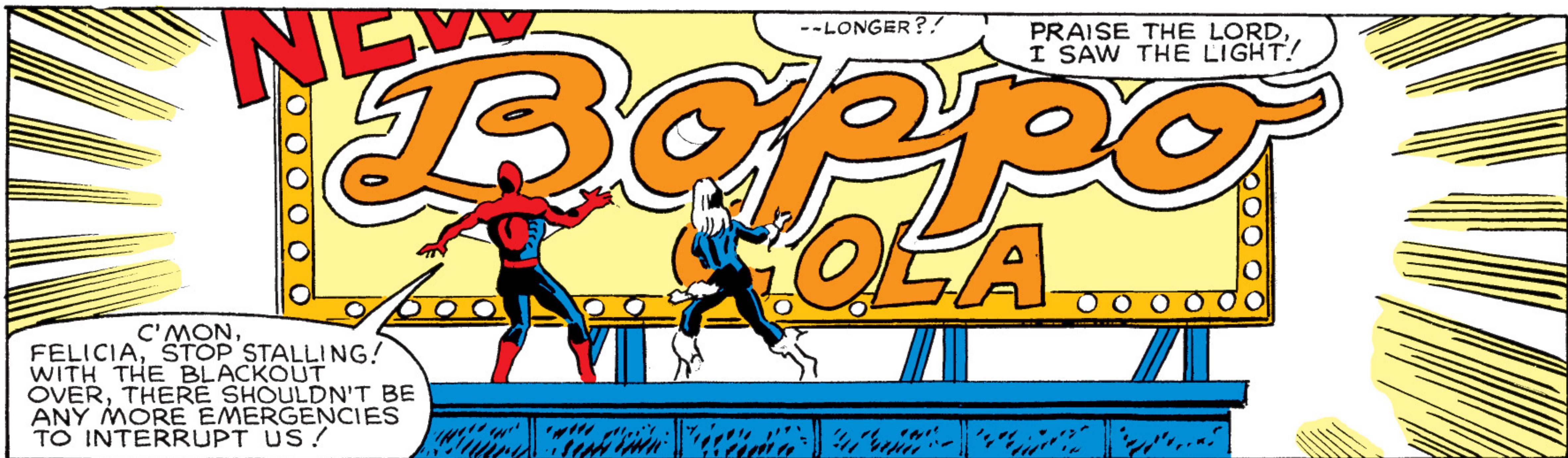
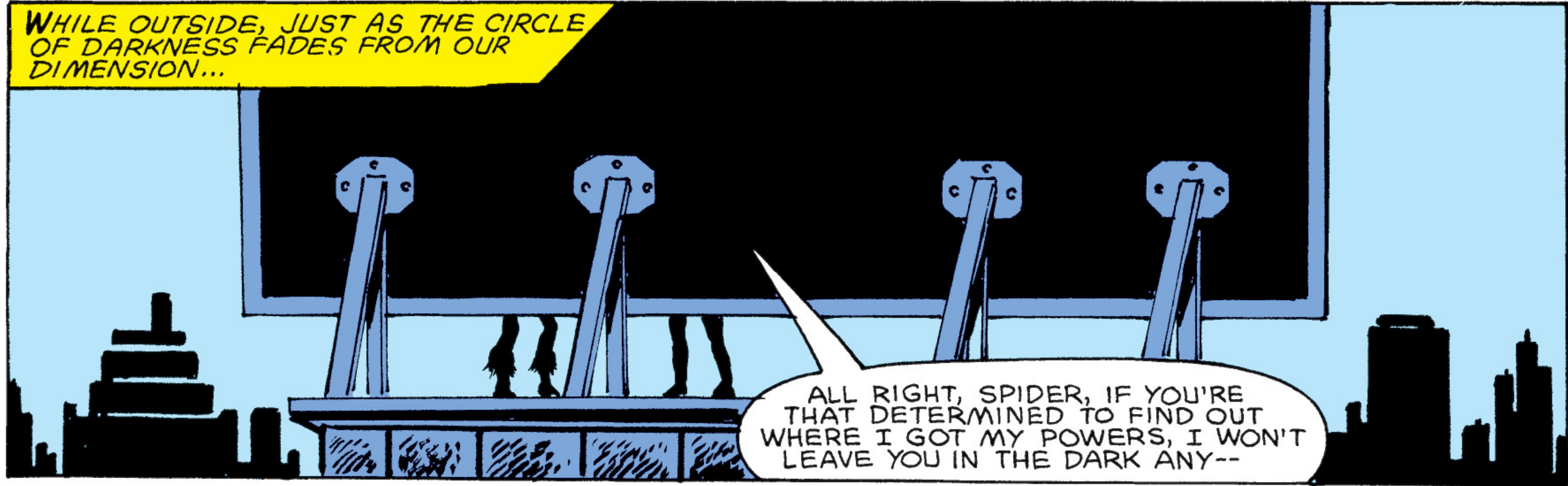
SOMEHOW THAT CLUSTER OF SPOTS I PASSED THROUGH IN THE OTHER DIMENSION HAS ADHERED TO ME!



MUST BRUSH THEM OFF ME, NO TELLING WHAT EFFECT THEY'RE LIABLE TO HA...

MY HAND!!

WHAT'S HAPPENED TO MY HAND?!



ARE YOU CRAZY? THE KINGPIN DOESN'T GIVE ANYTHING AWAY! WHAT DID HE DEMAND IN RETURN FOR THOSE POWERS?

WELL, HE MADE ME HELP THE ANSWER STEAL SILVERMANE'S BODY FROM THE MORGUE--BUT NOBODY GOT HURT, AND NOW MY DEBT IS PAID!

BUT LOTS OF PEOPLE *WERE* HURT, FELICIA! YOU'RE JUST LUCKY THAT NO ONE GOT *KILLED* WHEN SILVERMANE WAS BROUGHT BACK TO LIFE AND WENT ON A RAMPAGE! AND BESIDES, WITH A GUY LIKE THE KINGPIN, YOUR DEBT'S NOT PAID 'TIL *HE* SAYS IT IS!

I CAN'T BELIEVE YOU WERE SO IRRESPONSIBLE!

I'VE GOT HALF A MIND TO GRAB YOU AND TRY TO SHAKE SOME SENSE INTO THAT EMPTY HEAD OF YOURS--!

HEY! WHY IS MY SPIDER-SENSE TINGLING ALL OF A SUDDEN?

YOW! THE ROOF--GIVING WAY BENEATH MY FEET!

GOT TO GET CLEAR!

THWIP!

SNAGGED THAT WATER TOWER WITH MY WEB LINE. NOW I'LL JUST PULL MYSELF CLEAR BEFORE THE ROOF COLLAPSES ALTOGETHER!

THERE, DID IT! NOW I'LL JUST PERCH ON THE SIDE OF THE TOWER AND...

CRASH!

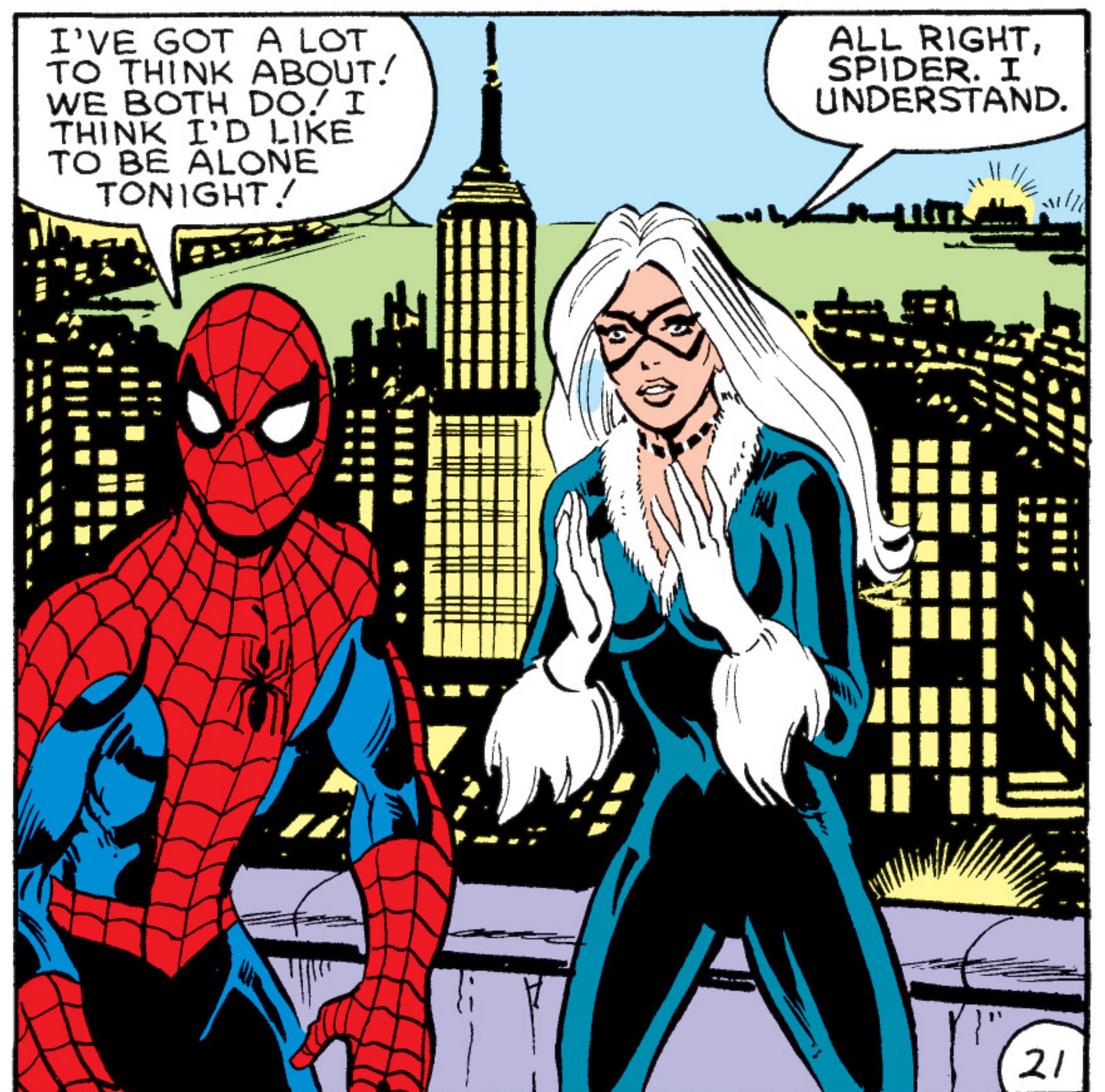
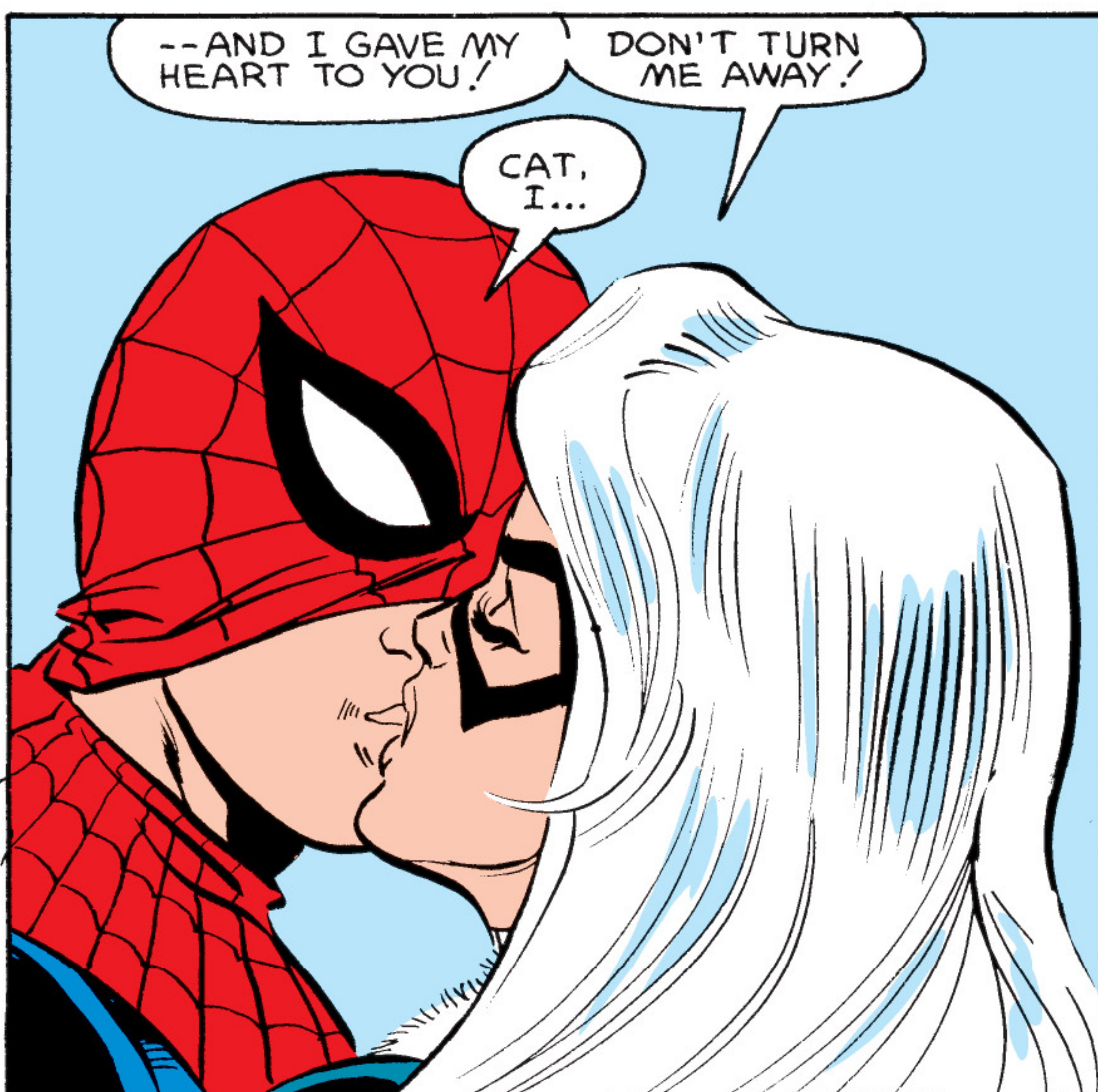
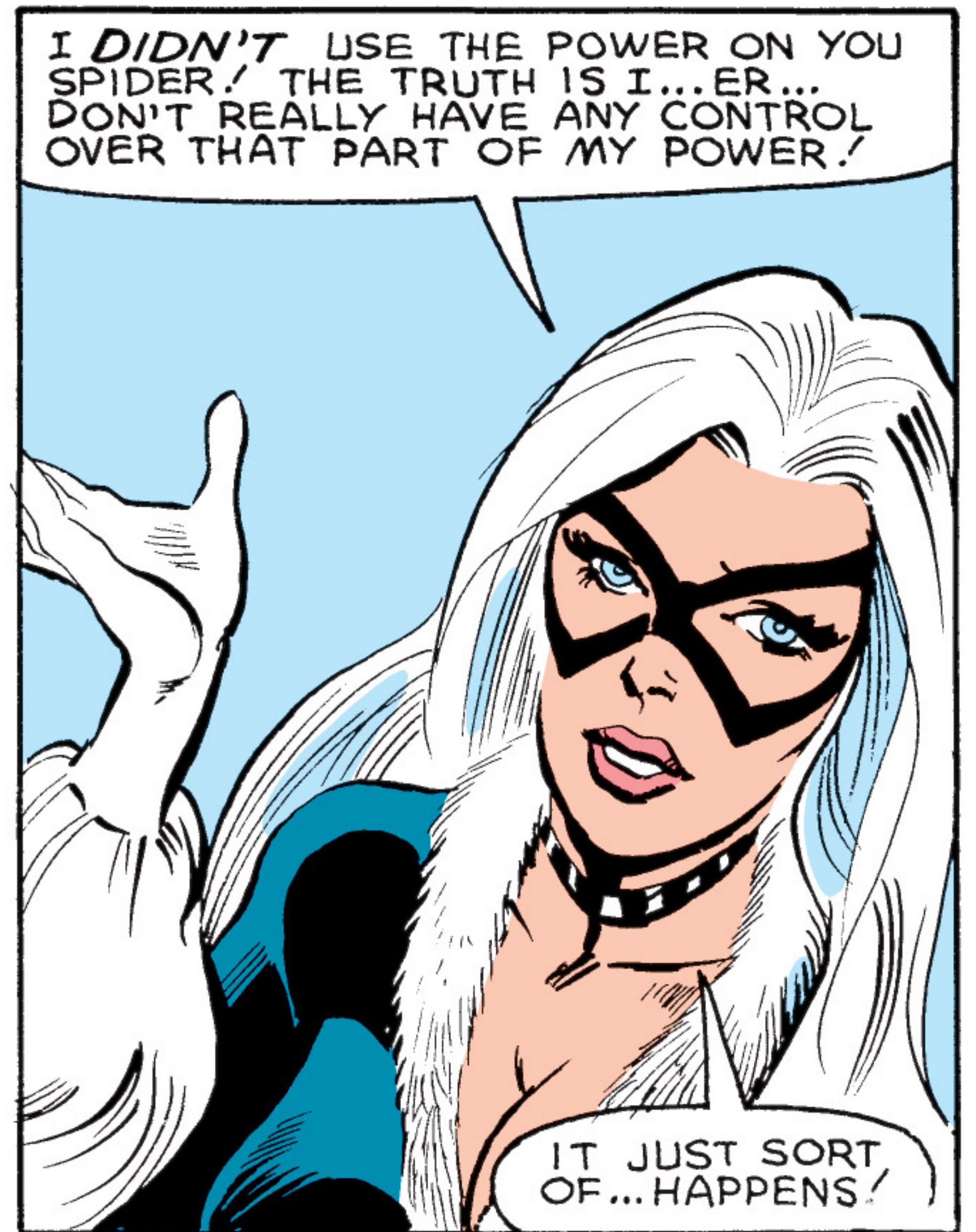
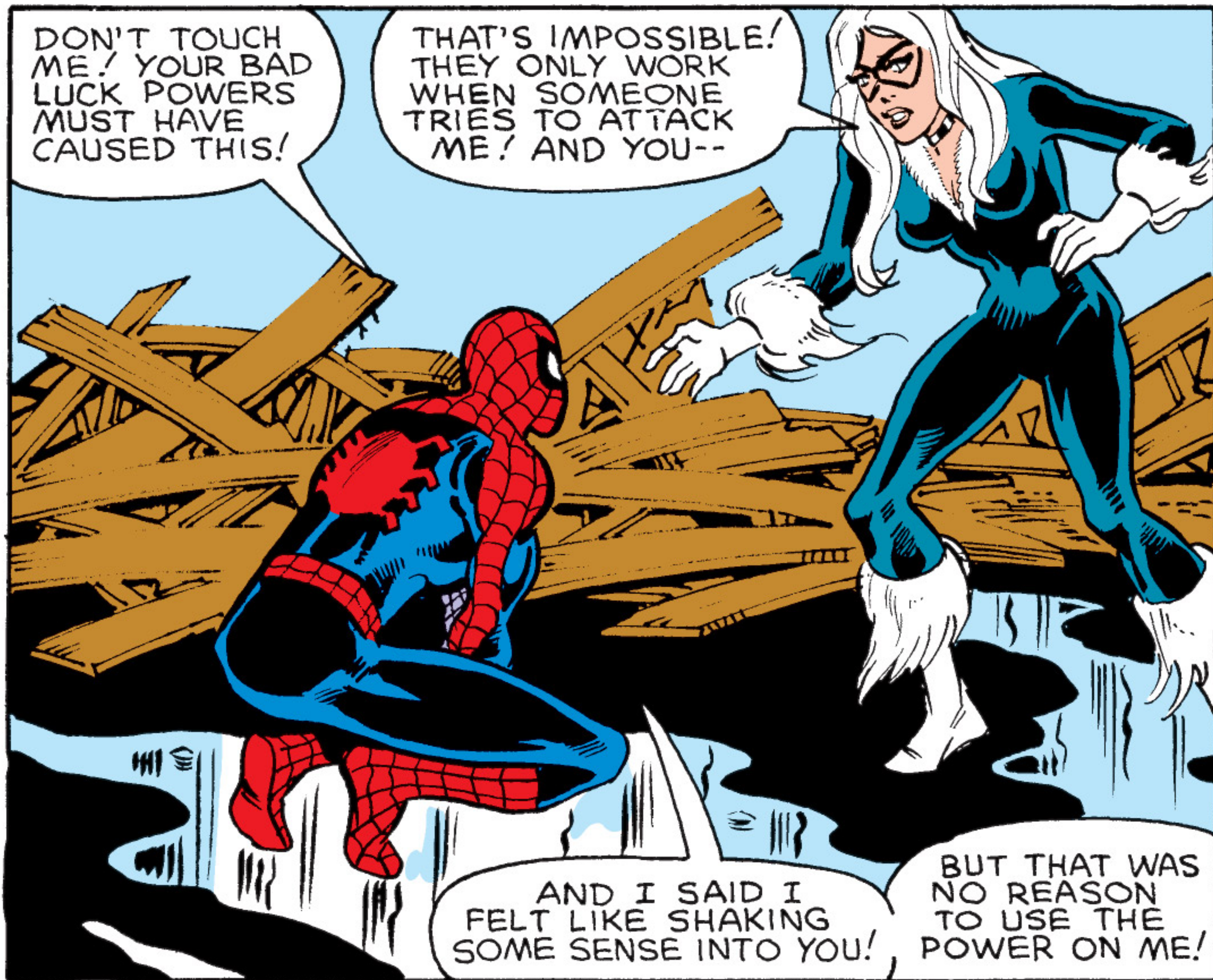
NO! THE BOARDS ARE ROTTEN! THEY'RE SHATTERING!

SPIDER! ARE YOU ALL RIGHT? LET ME--

STAY BACK, FELICIA!

WHAT?/ BUT WHY?

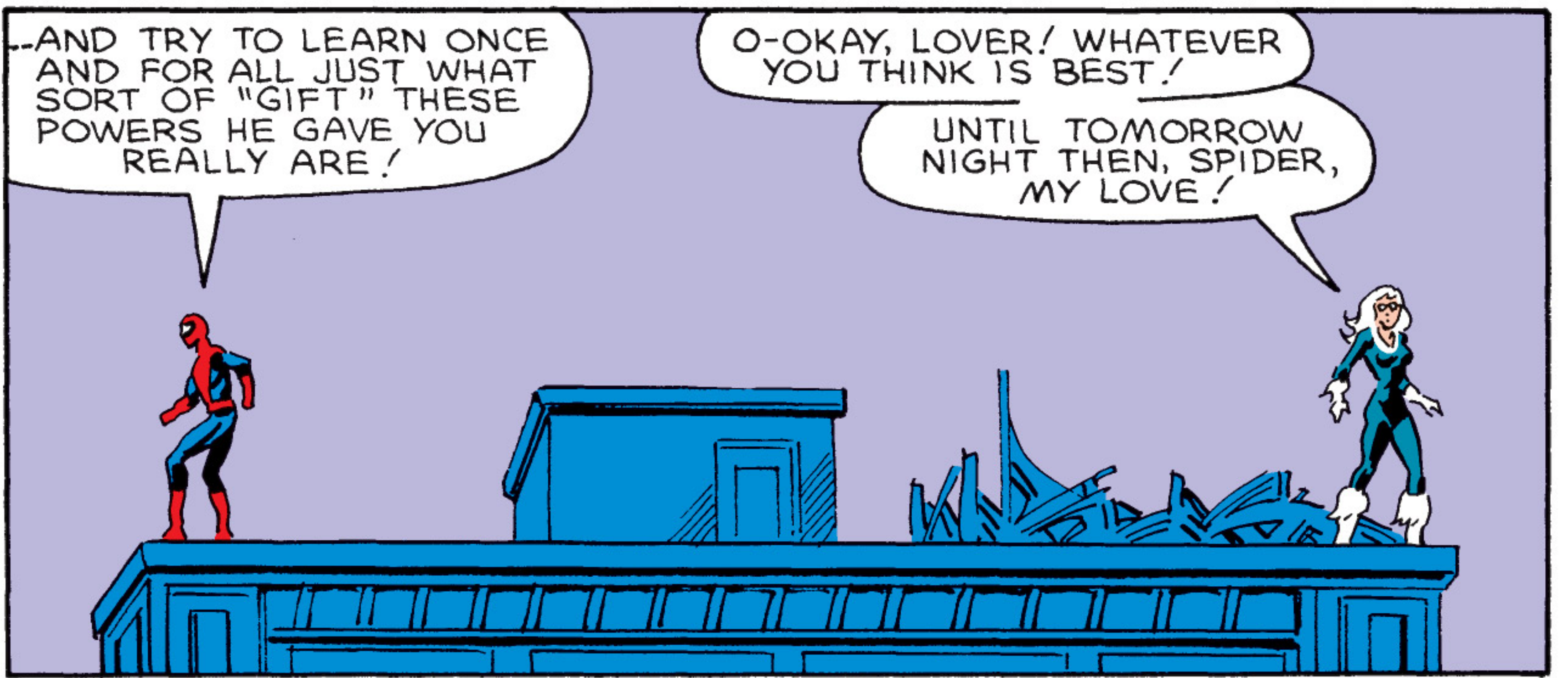
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AND TOMORROW NIGHT...?

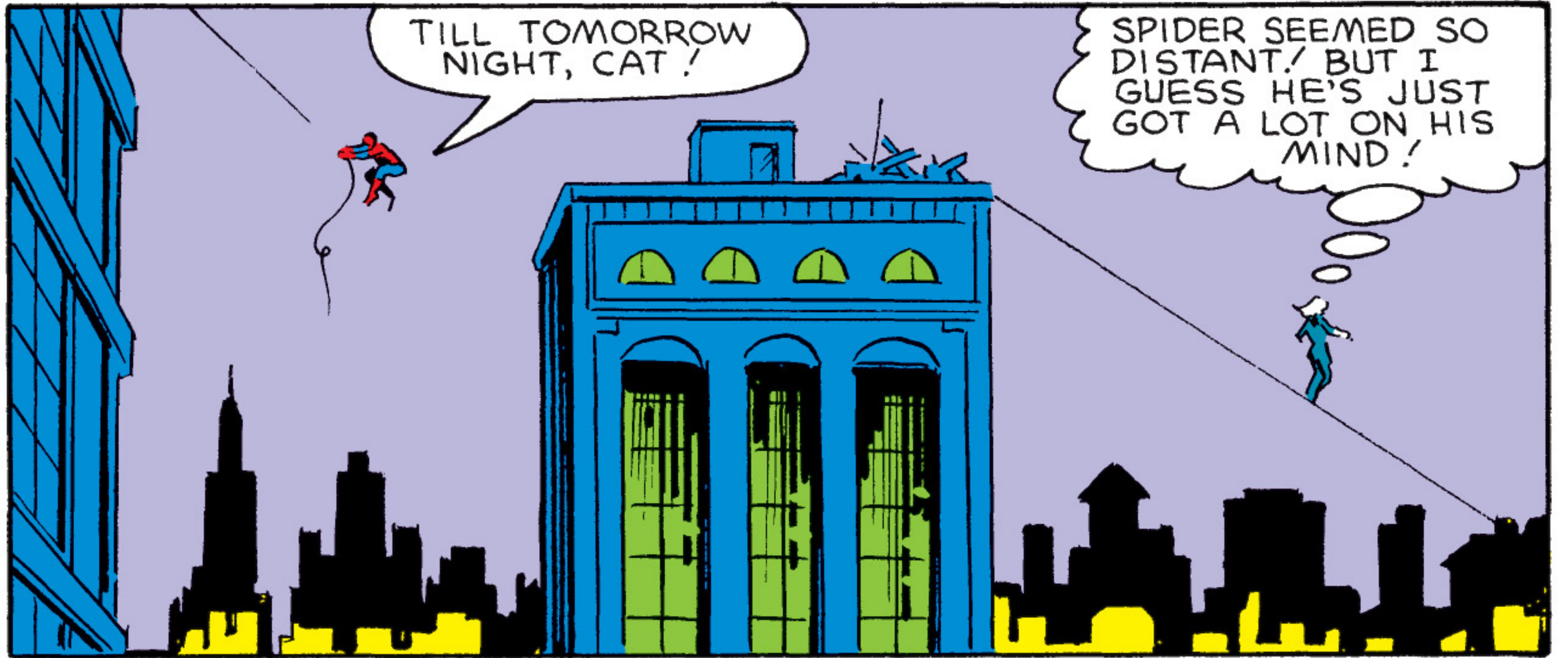
TOMORROW NIGHT I THINK WE'D BETTER GO AND PAY A CALL ON THE KINGPIN--



--AND TRY TO LEARN ONCE AND FOR ALL JUST WHAT SORT OF "GIFT" THESE POWERS HE GAVE YOU REALLY ARE!

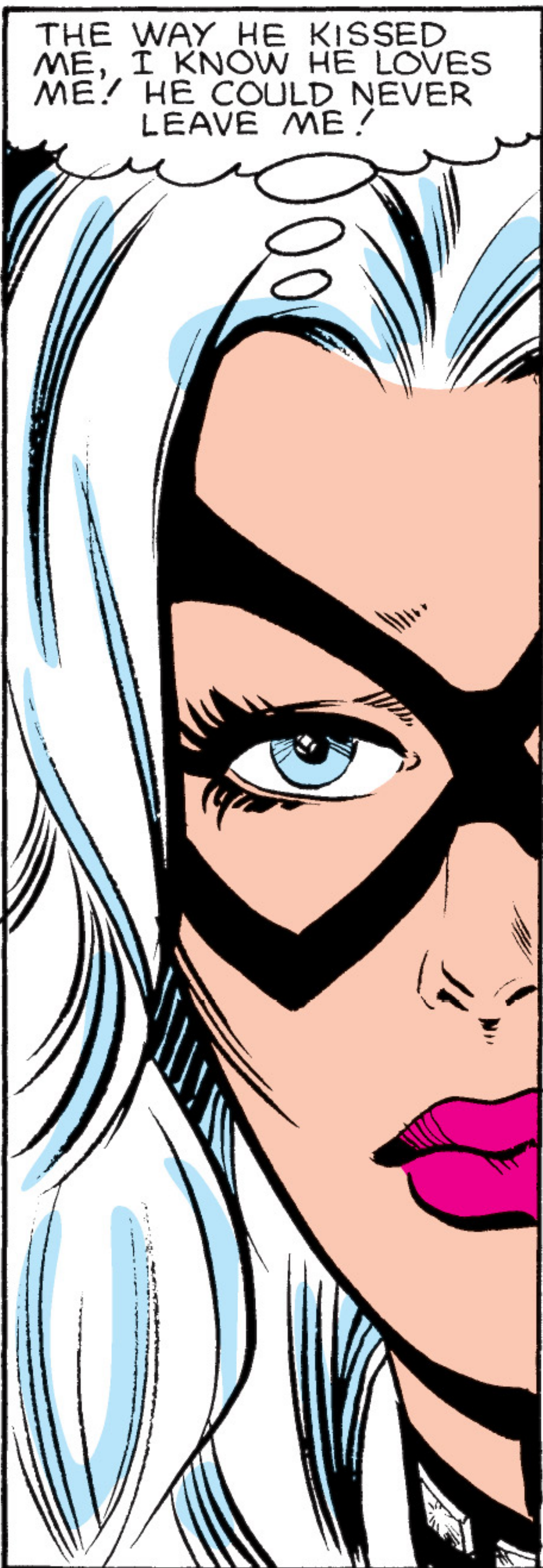
O-O-KAY, LOVER! WHATEVER YOU THINK IS BEST!

UNTIL TOMORROW NIGHT THEN, SPIDER, MY LOVE!

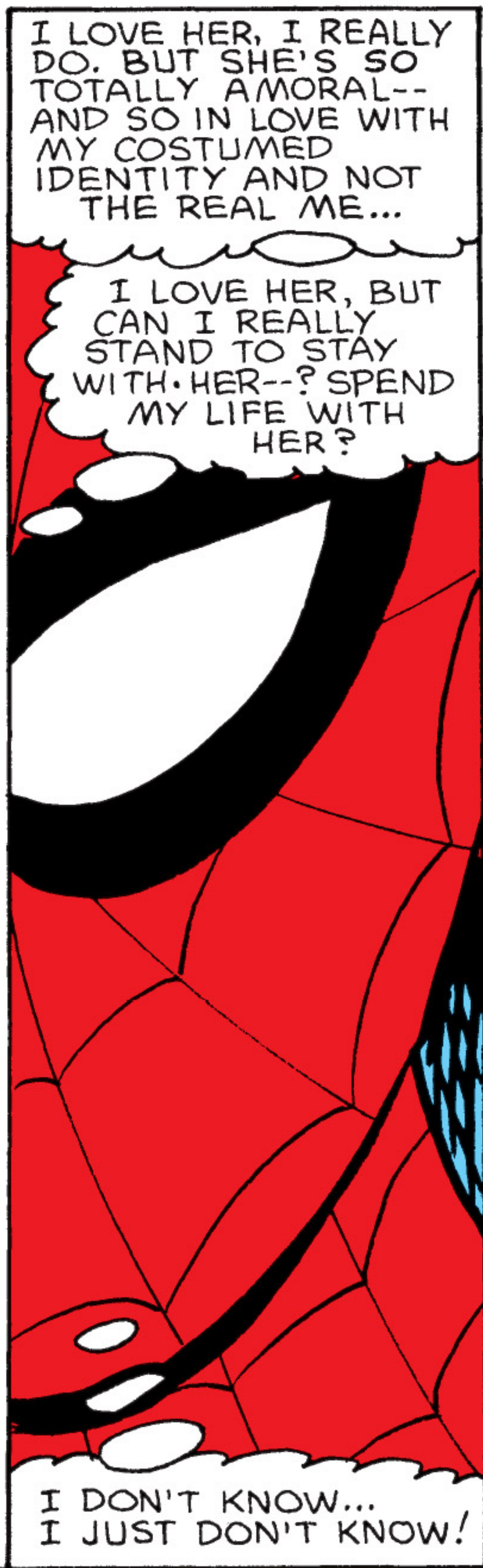


TILL TOMORROW NIGHT, CAT!

SPIDER SEEMED SO DISTANT! BUT I GUESS HE'S JUST GOT A LOT ON HIS MIND!



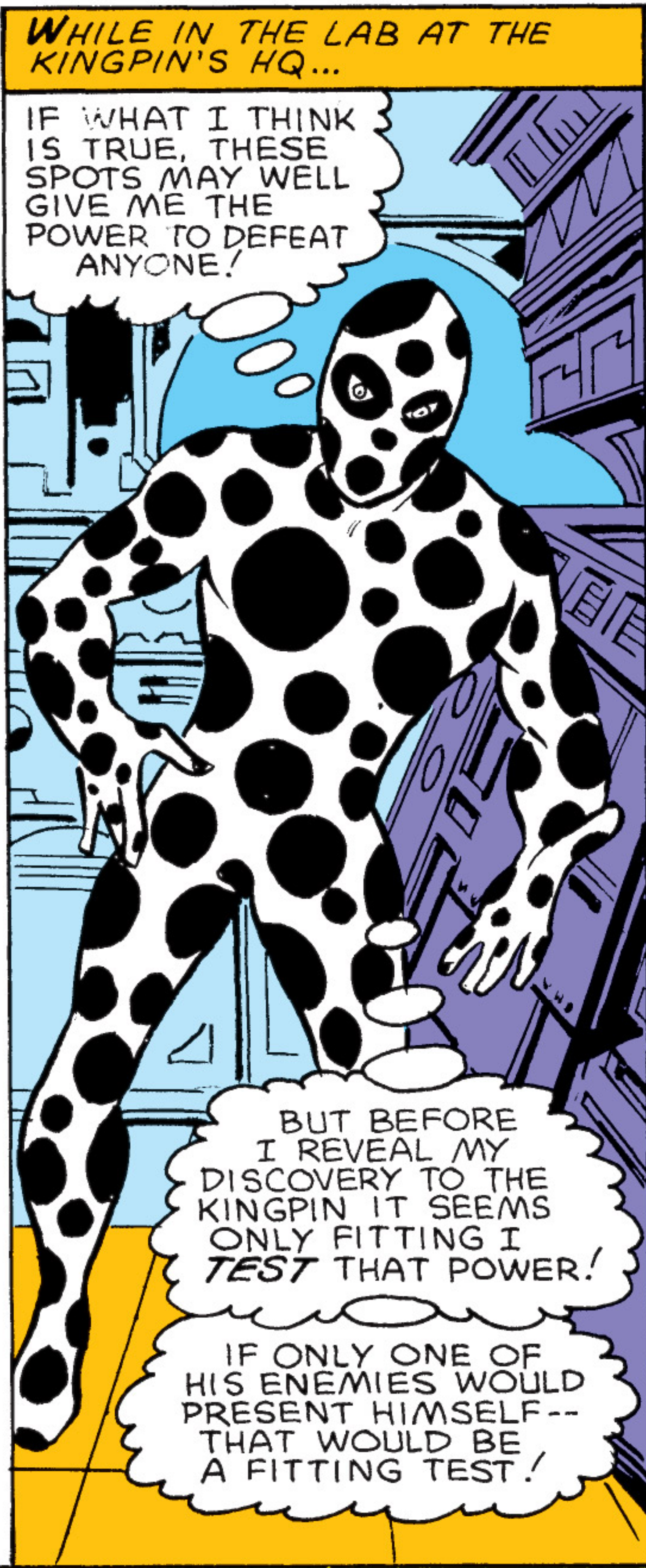
THE WAY HE KISSED ME, I KNOW HE LOVES ME! HE COULD NEVER LEAVE ME!



I LOVE HER, I REALLY DO. BUT SHE'S SO TOTALLY AMORAL-- AND SO IN LOVE WITH MY COSTUMED IDENTITY AND NOT THE REAL ME...

I LOVE HER, BUT CAN I REALLY STAND TO STAY WITH HER--? SPEND MY LIFE WITH HER?

I DON'T KNOW... I JUST DON'T KNOW!



WHILE IN THE LAB AT THE KINGPIN'S HQ...

IF WHAT I THINK IS TRUE, THESE SPOTS MAY WELL GIVE ME THE POWER TO DEFEAT ANYONE!

BUT BEFORE I REVEAL MY DISCOVERY TO THE KINGPIN IT SEEMS ONLY FITTING I TEST THAT POWER!

IF ONLY ONE OF HIS ENEMIES WOULD PRESENT HIMSELF-- THAT WOULD BE A FITTING TEST!



IF ONLY MICAH SYNN, OR DAREDEVIL WOULD ATTACK-- OR BETTER YET, SPIDER-MAN!

YES, SPIDER-MAN! WITH HIS POWERS HE WOULD BE THE GREATEST TEST OF ALL!

NEXT THE GREATEST TEST OF ALL, IN A LITTLE TALE WE LIKE TO CALL... **SPIDEY-ON-THE-SPOT!**